

**Compliance Report on Corporate Governance on Quarterly basis**

**Name of the Company: Simbhaoli Sugars Limited  
Quarter ending on: 31<sup>st</sup> March, 2017**

<b>I. Composition of Board of Directors</b>									
Title (Mr. / Ms)	Name of the Director	DIN	PAN <sup>s</sup>	Category (Chairperson/ Executive/Non-Executive/independent/Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /cessation	Tenure* (in Year)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Gurmit Singh Mann	00066653	AEEP0171L	C, NED	18-Sep-2012		1	0	0
Ms.	Gursimran Kaur Mann	00642094	AGSPM5391C	NED	18-Sep-2012		1	0	0
Mr.	Gurpal Singh ^	00064807	AAKPS7128K	NED	18-Sep-2012		1	2	0
Mr.	Sanjay Tapriya	00064703	ABPPI7660R	NED	09-Nov-2015		1	2	0
Mr.	Karan Singh#	07648117	AIKPS0072Q	ED	01-Nov-2016		1	2	0
Mr.	S K Ganguli	00058198	AADFG2936L	NED, ID	11-Aug-2015	1.7	1	1	1
Mr.	S C Kumar	00064453	AAFPK3193H	NED, ID	12-Feb-2013	4.1	2	3	0
Mr.	B K Goswami	00003782	AAVPG7152Q	NED, ID	09-Nov-2015	1.4	4	4	1
Mr.	C K Mahajan	00039060	AAJPM3444K	NED, ID	09-Nov-2015	1.4	2	3	0
Mr.	Lt. Gen D S Sidhu	07358619	ASEPS6772R	NED, ID	03-Dec-2015	1.3	1	0	0
Mr.	Sangeet Shukla	02844203	AMJPS9225N	NED, ND	09-Nov-2015		1	1	0

^As per the interim Order dated September 23, 2016 passed by the Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench, in Company Petition, CP No. 77 (ND)/2016 titled Mr. Gurpal Singh Vs. M/s Simbhaoli Sugars Limited under Section 241 and 242 of the Companies Act, 2013 read with National Company Law Tribunal (NCLT) rules. The NCLT has directed that any resolution adopted on Item no. 2 and 12 of the Annual General Meeting Notice dated August 22, 2016 shall not be given effect to till further Orders by this Bench.

**Item No. 2: (Ordinary Resolution)**

Approval of the vacancy caused by the retirement of director not to be filled up.

# Mr. Karan Singh was appointed as an additional director on the Board of the Company with effect from November 1, 2016. Further, his remuneration has been recommended in the Nomination and Remuneration Committee Meeting of the Board of Directors held on February 17, 2017 and approved by the Board of Directors on March 22, 2017.

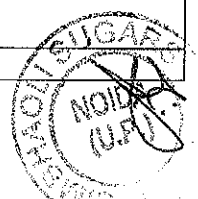
**II. Composition of Committees - Same as Previous Quarter**

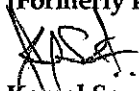
**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
November 11, 2016	February 13, 2017	93

**IV. Meeting of Committees**

	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	February 13, 2017	Yes	November 11, 2016	93
Stakeholder	February 13, 2017	Yes	November 11,	93



Relationship Committee			2016	
Nomination and Remuneration Committee	February 17, 2017	Yes		
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.				
<b>V. Related Party Transactions</b>				
<b>Subject</b>		<b>Compliance status (Yes/No/NA) refer note below</b>		
Whether prior approval of audit committee obtained		NA		
Whether shareholder approval obtained for material RPT		NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA		
<b>VI. Affirmations</b>				
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.*</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>				
<p><b>For Simbhaoli Sugars Limited</b>  <b>(Formerly known as Simbhaoli Spirits Limited)</b></p> <p>  <b>Kamal Samtani</b>  <b>Company Secretary</b></p> 				

**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

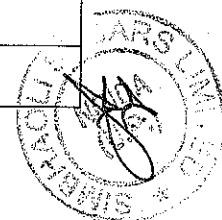
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**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Yes	
<b>II Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	No*
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes



Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

\*\*As per the interim Order dated September 23, 2016 passed by the Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench, in Company Petition, CP No. 77 (ND)/2016 titled Mr. Gural Singh Vs. M/s Simbhaoli Sugars Limited under Section 241 and 242 of the Companies Act, 2013 read with National Company Law Tribunal (NCLT) rules. The NCLT has directed that any resolution adopted on Item no. 2 and 12 of the Annual general Meeting Notice dated August 22, 2016 shall not be given effect to till further Orders by this Bench.

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### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Name : Kamal Samtani  
Designation : Company Secretary

For SIMBHAOLI SUGARS LIMITED  
KAMAL SAMTANI  
Company Secretary