The Petition under Section 241 and 242 read with the provisions of the Companies Act, 2013 and National Company Law Tribunal (NCLT) rules has been filed before the Hon'ble Tribunal, Allahabad Bench in the matter of CP No. 77 (ND)/2016 titled Mr. Gurpal Singh Vs. M/s Simbhaoli Sugars Limited along with the Order dated 23.09.2016 passed by Hon'ble NCLT. The copy of the said order is available on the website of the Company.

The NCLT has directed that any resolution adopted on item no. 2 and 12 of the notice shall not be given effect to till further Orders by this Bench. The members have voted on the said items, which shall be given effect as per the further directions from the Hon'ble NCLT.

This is for your information and records.

Thanking you,

For Simbhaoli Sugars Limited

(Kamal Samtani) Company Secretary

Encl.: as above

Gist of the proceedings of the 5th Annual general Meeting (AGM) of the Company held on 26h September, 2016

The 5th Annual general Meeting (AGM) of the Company was convened and held at 10:00 A.M. on Monday, 26th September, 2016 at the Registered Office of the Company at the Officers' Club, sugar mill complex, Simbhaoli-245 207, District Hapur, Uttar Pradesh

Mr Gurmit Singh Mann, the Chairperson occupied the chair.

Mr Kamal Samtani, Company Secretary of the Company submitted the attendance report of the members, present in the Meeting either in person or through proxy. He stated that necessary quorum is present as per the records of attendance, with 30 members present in person and 9 members through their valid proxies present at the Meeting. The quorum was present throughout the meeting.

The Meeting was attended by Mr. Gurmit Singh Mann, Chairman, Mr. B K Goswami, Audit Committee Chairman, Director, Mr. Gurpal Singh, Director, Mr. Sanjay Tapriya, Director, Mr. S N Misra, Chief Operating Officer of the Company. In addition, the following persons were also present at the meeting:

- 1. Mr. D C Popli, Chief Financial Officer of the Company
- 2. Mr. Dinesh Kumar Nigam, Chartered Accountant representing M/s Mittal Gupta & Co., Statutory Auditors of the Company

Company Secretary requested the Chairperson to proceed with the business of the meeting as per Notice dated August 22, 2016.

Chairperson delivered his speech highlighting that the challenges specific to the sugar business in India have increased significantly. Further, during the year, Hon'ble High Court of Judicature at Allahabad sanctioned the Scheme of Amalgamation. The details of the Scheme are available in the Annual Report and also at website of the Company. He welcomed all the members at the 5th Annual General Meeting of the Amalgamated "SIMBHAOLI SUGARS LIMITED".

He informed that the copies of annual report for the financial year ended on March 31, 2016 have been circulated and with the permission of members, the same was considered as read.

The Chairperson also informed that the Petition under Section 241 and 242 read with the provisions of the Companies Act, 2013 and National Company Law Tribunal (NCLT) rules has been filed before the Hon'ble Tribunal, Allahabad Bench in the matter of CP No. 77 (ND)/2016 titled Mr. Gurpal Singh Vs. M/s Simbhaoli Sugars Limited and Hon'ble NCLT has passed an order dated September 23, 2016.

The Hon'ble NCLT has directed that any resolution adopted on item no. 2 and 12 of the notice shall not be given effect to till further Orders by this Bench.

Mr. Gurpal Singh has informed that he has filed the petition on account of certain anomalies in the Company. The Chairperson informed the meeting that the matter is sub-judice before the Hon'ble Court.

Company Secretary informed the members that in compliance with the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the E-Voting Facility was provided to the members of the Company from National Securities Depository Ltd., to cast their votes for resolutions transacted at the Annual General Meeting. The remote e-voting was open from 9:00 am on Thursday, September 22, 2016 upto 5:00 pm on Sunday, September 25, 2016. Ms. Suman Kapoor, a member present at the meeting and Ms. Harmeet Kaur, Company Secretarial Staff of the Company were authorised to assist the scrutinizer for the completion of the poll process and submission of the report to the Chairperson of the Company.

He further informed that the e-voting event number, User Id and password along with the detailed instructions for e-voting were provided in the notice of e-voting, sent along with the notice of Annual General Meeting. The Company had appointed Mr. Amit Gupta, (Practicing Company Secretary No. FCS-5478) as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.

The Chairperson invited the Members to raise questions, offer comments or seek clarifications on the Annual report and accounts or any of the items stated in Notice of the 5th AGM of the Company. Upon the members completing their submission, the Chairman furnished requisite clarifications to all the relevant queries raised by the members.

Thereafter, all the 18 (eighteen) resolutions required to be passed were proposed and seconded by the members. Thereafter, the Chairperson ordered a Poll to be taken at the AGM venue by way of physical ballot for those members who could not cast their vote through e-voting.

Thereafter, the Chairperson announced that the voting results shall be submitted to the Stock exchanges in the prescribed format and the said results alongwith Scrutinizer's Consolidated Report shall also be placed on the Company's website at www.simbhaolisugars.com. He also stated that the voting results shall also be placed on the Notice Board of the Company at its Registered Office.

Thereafter, the physical ballot exercise was conducted in a fair and transparent manner.

The summary of the resolutions placed before the meeting and result of voting is enclosed as Annexure 'A'.

The meeting concluded at 10:30 A.M with a vote of thanks to the Chair.

FOR SMART ADIL SUGARS LIMITELS

VISAT SAMTAN

COMPANY COCYDEN

FC5-5140



SIMBHAOL sugars

Simbhaoli Sugars Limited

CIN-U15122UP2011PLC044210 (An FSSC 22000: 2011, ISO 9001: 2008 & 14001: 2004 Certified Company)

Corporate Office:

A-112, Sector-63, Noida-201307 (Delhi NCR) INDIA

Tel.: +91-120-480 6666 Fax: +91-120-2427166

E-mail: info@simbhaolisugars.com

www.simbhaolisugars.com Re: 5th Annual General Meeting of the members of "Simbhaoli Sugars Limited"

I, Gurmit Singh Mann, Chairman of 'Simbhaoli Sugars Limited' declare the results of the voting, based on the poll conducted at the meeting a report submitted by the Mr. Amit Gupta, Practicing Company Secretary, in respect of votes cast at the meeting of the 5th Annual General Meeting of the members of the Company held at 10.00 a.m. on Monday, 26th day of September, 2016 at the registered office of the Company at Officers' Club, sugar mill complex, Simbhaoli-245207, Distt. Hapur, Uttar Pradesh in the following manner:

	Voting results		
Record date			19/09/2016
Total number of members on t	he record date		16,159
No. of shareholders present in the	meeting either in p	erson or through p	proxy
a) Promoters and Promoter gro	oup		°6
b) Public			33
No. of shareholders attended the r	neeting through vid	eo conferencing	
a) Promoters and Promoter gro	oup		NA
b) Public			NA
Total No. of resolution proposed a Less: Not Passed	t the meeting:	1 5	8
No. of resolution passed at the me	eting		13

The details of the votes cast is enclosed as Annexure 'A'

For Simbhaoli Sugars Limited

Gurmit Singh Mann

Chairman

Date: September 28, 2016

Place: New Delhi

*M/s Simbhaoli Spirits Limited known as M/s Simbhaoli Sugars Limited in pursuance to Scheme of Amalgamation, as sanctioned by the Hon'ble High Court of Judicuture at Allahabad

Specialty Sugars

Potable Alcohol

HOIDA

Ethanol

Power

Agenda-wise

The brief details of the result of the voting through Remote e-voting and voting through ballot papers at the Annual General Meeting venue are as under:

N		Number of Votes Contained in			
Particulars	Remote E votes	Poll through physical Ballots at AGM	TOTAL	Percentage	Resul
Resolution year 2015-16 (Ordinary R Assent	and the Re	n of the Financial Sta	f Directors and A	auditors thereon.	
Dissent		12623535	17010917	70.5878	<u> </u>
Invalid	7088023	0	7088023	29.4122	Passed
Total	0 11475405	12623535	24098940	0.0000 100.0000	Fasseu
to be filled t Assent	1 p. (Ordinar 4386438	of the vacancy caused y Resolution) 12612975	16999413	70.5555	
Dissent	7090313	3943	7094256	29.4445	Passed
Invalid Total	0 11476751	12616918	24093669	0.0000	lusseu

Company, C	hartered Ac	ion of the appointm countants as statutor	nent of M/s Miny auditors of the	ttal Gupta and Company and	
Company, C	hartered Acuneration. (countants as statutor Ordinary Resolution)	y auditors of the	ttal Gupta and Company and	
Company, C ix their rem Assent	hartered Acuneration. (6	Countants as statutor Ordinary Resolution) 12623535	y auditors of the	70.6021	
Company, Cix their rem Assent Dissent	hartered Acuneration. (0 4390815 7084590	Countants as statutor Ordinary Resolution) 12623535 0	y auditors of the	70.6021 29.3979	Passed
Company, Crix their rem Assent Dissent nvalid	hartered Acuneration. (0 4390815 7084590 0	Countants as statutor Ordinary Resolution) 12623535 0 0	17014350 7084590	70.6021 29.3979 0.0000	Passed
Company, Com	hartered Acuneration. (0 4390815 7084590	Countants as statutor Ordinary Resolution) 12623535 0	17014350 7084590	70.6021 29.3979	Passed
Company, Com	hartered Acuneration. (0 4390815 7084590 0 11475405	Countants as statutor Ordinary Resolution) 12623535 0 0	17014350 7084590 0 24098940	70.6021 29.3979 0.0000 100.0000	Passed
Company, Com	hartered Acuneration. (0 4390815 7084590 0 11475405	countants as statutor Ordinary Resolution) 12623535 0 0 12623535	17014350 7084590 0 24098940	70.6021 29.3979 0.0000 100.0000	Passed
Company, Com	hartered Acuneration. (0 4390815 7084590 0 11475405 - Appointm	countants as statutor Ordinary Resolution) 12623535 0 0 12623535 ent of Mr. Sanjay Tap	17014350 7084590 0 24098940 riya as a Director	70.6021 29.3979 0.0000 100.0000	
Company, Com	hartered Acuneration. (Commercation	countants as statutor Ordinary Resolution) 12623535 0 0 12623535 ent of Mr. Sanjay Tap	17014350 7084590 0 24098940 riya as a Director	70.6021 29.3979 0.0000 100.0000 2. (Ordinary	Passed
Company, Com	hartered Acuneration. (Compared to the second to the secon	12623535	17014350 7084590 0 24098940 riya as a Director 17013040 7085900 0 24098940	70.6021 29.3979 0.0000 100.0000 7. (Ordinary 70.5966 29.4034 0.0000 100.0000	
Assent Dissent Invalid Cotal Resolution 4 Resolution) Assent Dissent Cotal Resolution 4 Resolution 4 Resolution 5 Resolution 5	Appointme	countants as statutor Ordinary Resolution) 12623535 0 0 12623535 ent of Mr. Sanjay Tap 12623535 0 0	17014350 7084590 0 24098940 riya as a Director 17013040 7085900 0 24098940	70.6021 29.3979 0.0000 100.0000 7. (Ordinary 70.5966 29.4034 0.0000 100.0000	
Company, Com	Appointme	12623535	17014350 7084590 0 24098940 riya as a Director 17013040 7085900 0 24098940	70.6021 29.3979 0.0000 100.0000 7. (Ordinary 70.5966 29.4034 0.0000 100.0000	

Invalid	0	0	0	0.0000	1
Total	11475380	12623535	24098915	100.0000	
Resolution (Ordinary	n 6 - Appointm Resolution)	ent of Mr. B K Gosw	ami as an Indepe	endent Director.	
Assent	11474160	12623535	24097695	99.9959	
Dissent	994	0.	994	0.0041	Passed
Invalid	0	0	0	0.0000	
Total	11475154	12623535	24098689	100.0000	
Resolutior (Ordinary	n 7 - Appointme Resolution)	ent of Mr. S C Kumai	r as an Independe	ent Director.	
Assent	11474411	12623535	24097946	99.9959	
Dissent	994	0	994	0.0041	D
Invalid	0	0	0	0.0000	Passed
Total	11475405	12623535	24098940	100.0000	
Resolution (Ordinary 1	8 - Appointme Resolution)	ent of Mr. S K Gangu	li as an Independ	dent Director.	
Assent	11474411	12623535	24097946	99.9959	
Dissent	994	0	994	0.0041	
nvalid	0	0	0	0.0000	Passed
Total	11475405	12623535	24098940	100.0000	
Resoluti <mark>on</mark> Director. (C	9 - Appointme Ordinary Resol	nt of Justice (Retd) C ution)	K Mahajan as a	n Independent	
Assent	11475011	12623535	24098546	99.9984	
Dissent	394	0	394	0.0016	Passed
nvalid	0	0	0	0.0000	rasseu
otal	11475405	12623535	24098940	100.0000	
Resolution Ordinary I	10 - Appointm Resolution)	ent of Lt Gen D S Sic	ihu as an Indepe	ndent Director.	
ssent	11474461	12623535	24097996	99.9961	
dissent	944	0	944	0.0039	D 1
nvalid	0	0	0	0.0000	Passed
otal	11475405	12623535	24098940	100.0000	
		of the funds raising o arket by way of issu			
ssent	4390907	12623535	17014442	70.6024	55.77
issent	7084498	0	7084498	29.3976	Daggard
nvalid	0	0	0	0.0000	Passed
otal	11475405	12623535	24098940	100.0000	
		f conversion of loan companies Act, 2013.			
ssent	4389882	12616918	17006800	70.5862	Not

Dissent	7086869	0	7086869	29.4138	passed
Invalid	0	0	0	0.0000	
Total	11476751	12616918	24093669	100.0000	
1600 crore		l of mortgage and/or c visions of Section 180(a)			
Assent	4390790	12623535	17014325	70.6020	
Dissent	7084590	0	7084590	29.3980	Not
Invalid	0	. 0	0	0.0000	passed
Total	11475380	12623535	24098915	100.0000	
	ions of Section	of the borrowing pov 180(1)(c) of the Comp			
Assent	4390188	12623535	17013723	70.6003	
Dissent	7084941	0	7084941	29.3997	Not
Invalid	0	0	0	0.0000	passed
Total	11475129	12623535	24098664	100.0000	
	n 15 - Approval ear. (Ordinary	of the limits to make Resolution)	donation uptoR	s. 25 lacs in a	
Assent	11473717	12623535	19902840	99.9928	
Dissent	1437	0	1437	0.0072	Danad
					Passed
Invalid	0	0	0	0.0000	Passed
Invalid Total	11475154	12623535	0 19904277	0.0000 100.0000	Passed
Total Resolutior	11475154 16 - Approval		19904277 stments uptoRs.	100.0000 500 crore under	Passed
Total Resolutior the provisi	11475154 16 - Approval	12623535 of the limits for inves	19904277 stments uptoRs.	100.0000 500 crore under	Passed
Total Resolutior	11475154 16 - Approval ons of section	of the limits for inves 186 of the Companies	19904277 etments uptoRs. Act, 2013. (Spec	100.0000 500 crore under ial Resolution)	Not
Total Resolutior the provisi Assent Dissent	11475154 n 16 - Approval ons of section 4390315	of the limits for inves 186 of the Companies 12623535	19904277 Etments uptoRs. Act, 2013. (Speci	100.0000 500 crore under ial Resolution) 70.6000	
Total Resolutior the provisi Assent	11475154 n 16 - Approval ons of section 4390315 7085090	of the limits for inves 186 of the Companies 12623535	19904277 etments uptoRs. Act, 2013. (Special 17013850 7085090	100.0000 500 crore under ial Resolution) 70.6000 29.4000	Not
Total Resolution the provisi Assent Dissent Invalid Total Resolution	11475154 16 - Approval ons of section 4390315 7085090 0 11475405 17 - Approval cansactions/arra	of the limits for inves 186 of the Companies 12623535 0	19904277 Stments uptoRs. Act, 2013. (Special 17013850 7085090 0 24098940 d party	100.0000 500 crore under ial Resolution) 70.6000 29.4000 0.0000 100.0000	Not
Total Resolutior the provisi Assent Dissent Invalid Total Resolution	11475154 16 - Approval ons of section 4390315 7085090 0 11475405 17 - Approval cansactions/arra	of the limits for inves 186 of the Companies 12623535 0 0 12623535 of the material related	19904277 Stments uptoRs. Act, 2013. (Special 17013850 7085090 0 24098940 d party	100.0000 500 crore under ial Resolution) 70.6000 29.4000 0.0000 100.0000	Not
Total Resolution the provisi Assent Dissent Invalid Total Resolution contracts/ta	11475154 16 - Approval ons of section 4390315 7085090 0 11475405 17 - Approval ansactions/arra)	of the limits for investments for the Companies 12623535 0 0 12623535 of the material related integements entered integers.	19904277 Etments uptoRs. Act, 2013. (Special 17013850	100.0000 500 crore under ial Resolution) 70.6000 29.4000 0.0000 100.0000 ny. (Special	Not passed
Total Resolution the provisi Assent Dissent Invalid Total Resolution Contracts/to Resolution Assent	11475154 16 - Approval ons of section 4390315 7085090 0 11475405 17 - Approval ansactions/arra) 4390038	of the limits for investments for the Companies 12623535 0 0 12623535 of the material related angements entered interestments	19904277 stments uptoRs. Act, 2013. (Special 17013850	100.0000 500 crore under ial Resolution) 70.6000 29.4000 0.0000 100.0000 ny. (Special	Not
Total Resolution the provisi Assent Dissent Invalid Total Resolution Contracts/to Resolution Assent Dissent Dissent	11475154 16 - Approval ons of section 4390315 7085090 0 11475405 17 - Approval cansactions/arra) 4390038 1444240	of the limits for investments for the Companies 12623535 0 0 12623535 of the material related integral sentered integral for the companies for the material related integral	19904277 Etments uptoRs. Act, 2013. (Special 17013850 7085090 0 24098940 Et party to by the Compared 4436211 1444240	100.0000 500 crore under ial Resolution) 70.6000 29.4000 0.0000 100.0000 ny. (Special 75.4400 24.5600	Not passed
Resolution the provisi Assent Dissent Invalid Fotal Resolution Assent Dissent Dissent Contracts/to Resolution Assent Cotal Cotal Resolution	11475154 16 - Approval ons of section 4390315 7085090 0 11475405 17 - Approval ansactions/arra 4390038 1444240 0 5834278 18 - Approval	of the limits for investments for the Companies 12623535 0 0 12623535 of the material related angements entered interestments for investments for investmen	19904277 Stments uptoRs. Act, 2013. (Special 17013850	100.0000 500 crore under ial Resolution) 70.6000 29.4000 0.0000 100.0000 ny. (Special 75.4400 24.5600 0.0000 100.0000	Not passed
Resolution the provisi Assent Dissent Invalid Total Resolution Assent Dissent Oissent Total Contracts/to Cont	11475154 16 - Approval ons of section 4390315 7085090 0 11475405 17 - Approval ansactions/arra 4390038 1444240 0 5834278 18 - Approval	of the limits for investments for the Companies 12623535 0 0 12623535 of the material related angements entered interestments 46173 0 46173 of the remuneration to	19904277 Stments uptoRs. Act, 2013. (Special 17013850	100.0000 500 crore under ial Resolution) 70.6000 29.4000 0.0000 100.0000 ny. (Special 75.4400 24.5600 0.0000 100.0000	Not passed
Total Resolution the provisi Assent Dissent Invalid Total Resolution Assent Dissent Dissent Total Resolution Assent Contracts/to	11475154 116 - Approval ons of section 4390315 7085090 0 11475405 17 - Approval cansactions/arra) 4390038 1444240 0 5834278 18 - Approval de cost auditor.	of the limits for investments for the Companies 12623535 0 0 12623535 of the material related angements entered interestments entered interestments for investments for inv	19904277 etments uptoRs. Act, 2013. (Special 17013850 7085090 0 24098940 1 party to by the Compared 4436211 1444240 0 5880451 1 be paid to Mr.)	100.0000 500 crore under ial Resolution) 70.6000 29.4000 0.0000 100.0000 ny. (Special 75.4400 24.5600 0.0000 100.0000 Satnam Singh	Not passed Passed
Resolution the provisi Assent Dissent Invalid Fotal Resolution Assent Dissent Contracts/to Resolution Assent Dissent Invalid Fotal Cotal Resolution Assent	11475154 16 - Approval ons of section 4390315 7085090 0 11475405 17 - Approval cansactions/arra 4390038 1444240 0 5834278 18 - Approval ce cost auditor. 11475263	of the limits for investments for the Companies 12623535 0 0 12623535 of the material related angements entered interestments for investments for investmen	19904277 Itments uptoRs. Act, 2013. (Special 17013850	100.0000 500 crore under ial Resolution) 70.6000 29.4000 0.0000 100.0000 ny. (Special 75.4400 24.5600 0.0000 100.0000 Satnam Singh	Not passed

AMAL SAMTANI Ompany Secretary FCS-S140



AMIT GUPTA & ASSOCIATES

Practicing Company Secretaries

B-12, Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001 Phone: 0522 – 4024033, Mobile: 94150 05108

E-mail:amitguptacs@gmail.com

REPORT OF SCRUTINIZER

To,

The Chairman 5th Annual General Meeting of Equity Shareholders of M/s SIMBHAOLI SUGARS LIMITED (PREVIOUSLY KNOWN AS SIMBHAOLI SPIRITS LIMITED) SIMBHAOLI, HAPUR, GHAZIABAD, Uttar Pradesh-245207

Dear Sir,

At the outset, I would like to thank you for appointing me as scrutinizer for the remote e-voting and voting by your members, at the 5th Annual General Meeting of your Company held on Monday, September 26, 2016 at 10:00 A.M. at SIMBHAOLI, HAPUR, Uttar Pradesh-245207.

I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respect.

Thanking you, Yours faithfully,



Amit Gupta Proprietor Amit Gupta & Associates Company Secretaries FCS - 5478, C.P. - 4682

Date: 27th September, 2016



SCRUTINIZER'S REPORT

Name of the Company	SIMBHAOLI SUGARS LIMITED
Meeting	5th Annual General Meeting
Date and Time	Monday, September 26, 2016 at 10:00 A.M.
Venue	SIMBHAOLI, HAPUR, GHAZIABAD, Uttar
	Pradesh-245207

1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted through physical ballots at 5th Annual General Meeting of SIMBHAOLI SUGARS LIMITED (hereinafter referred as "**the Company**") held on Monday, September 26, 2016 at 10:00 A.M. at SIMBHAOLI, HAPUR, Uttar Pradesh-245207.

2. Dispatch of Notice Convening the Meeting

The Company had informed that, on the basis of Register of Members and the list of Beneficiary Owners (cut of date August 19, 2016) made available to the depositories viz., National Securities Depositories Limited and Central Depositories Services (India) Limited for the purpose of voting, the Company completed dispatch of notice & 5th annual Report in the following manner:

By email	To 7510 members who have registered
	their e-mail ids with Depository/the RTA
	on August 31, 2016
By permitted mode	To 8649 members in physical form on
	August 31, 2016

3. Cut Off Date

The Voting rights were reckoned as on the September 19, 2016, being the Cut-off date for the purpose of deciding the entitlements of members for remote e voting and voting at the meeting.

4. Remote E-Voting

4.1. Agency

The Company had appointed National Securities Depositories Limited (NSDL) as the agency for providing e voting platform.



4.2. Remote E voting

Remote e voting was open from September 22, 2016 at 09:00 a.m. to September 25, 2016 at 05:00 p.m and Members were required to cast their votes electronically conveying their assent or dissent in respect of all the Ordinary and /or Special Resolutions, on evoting platform provided by NSDL.

5. Voting at AGM

- **5.1.** As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rule, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, after the closure of period of e- voting, the Scrutinizer was provided access to particulars of members such as their names folio, number of shares held, but not the manner in which they have voted.
- **5.2.** Accordingly NSDL, the e-voting agency provided us the name, DP ID/folio numbers and shareholding of the members who had cast their votes through remote e voting.
- **5.3.** The Company has authorized M/s Mas Services Limited, Registrar and Transfer Agent (**RTA**) of the Company to provide necessary support for remote e-voting as well as physical ballot at the meeting and RTA provided the same.

6. Counting Process

- **6.1.** On completion of voting at the meeting, the Company provided me with the list of members who had cast their votes, with their holding details and details of vote on each of the resolution.
- **6.2.** The votes were reconciled with the records maintained by the Company and RTA with respect to the authorized representatives/ proxies lodged with the Company.
- **6.3.** I unblocked the remote e voting results on the NSDL E-voting platform before Ms. Suman Kapoor (LF No. 0034070) and Mr. Dinesh Kumar Nigam and downloaded the e voting details.

7. Result

7.1. I observed that

- 7.1.1.39 Members (Maximum) had cast their votes through poll facility provided through physical ballots at meeting. Please refer Annexure 2 for details regarding voting on particular resolution.
- 7.1.2.38 Members (Maximum) had casted their votes through remote e-voting. Please refer Annexure 2 for details regarding voting on particular resolution.
- 7.2. The result of remote e-voting and poll as well as consolidated result with respect to



- each item on the Agenda as set out in the notice of the 5th AGM dated August 22, 2016 is enclosed as Annexure 1, 2 and 3 respectively.
- **7.3.** Based on the aforesaid result, all the **Ordinary resolutions** as contained in item no. 1, 2, 3, 4, 6, 7, 8, 9, 10, 11, 15 & 18 of the notice dated August 22, 2016, have been passed with the **requisite majority**.
- **7.4.** Based on the aforesaid result, the **Special resolution** as contained in item no.17 has been passed with requisite majority and item no. 5, 12, 13, 14 & 16 of the notice dated August 22, 2016, have not been passed with the **requisite majority**.
- **7.5.** Further in view of 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 resolutions adopted on item no. 2 and 12 of the Notice of the 5th Annual General Meeting (AGM) of the members of the Company shall not be given effect to till further Orders by the Bench.
- **7.6.** Soft copy of the List of Members, for both voting at AGM as well as remote e-voting containing the details of members who voted "FOR", who voted "AGAINST" & whose votes were declared "INVALID", for each resolution will be emailed to the Company, after the announcement of the result by the Company.
- **7.7.** The poll papers and all other relevant records shall also be duly handed over to the Company for keeping in safe records, after the announcement of the result by the Company.

CPNO.4682

Amit Gupta Proprietor Amit Gupta & Associates Company Secretaries FCS - 5478, C.P. - 4682

Date: September 27, 2016



Annexure-1

Results of remote E-Voting conducted at the 5th Annual General Meeting of SIMBHAOLI SUGARS LIMITED

- 1. The result of remote e-voting is as under:
 - a) Resolution 1 Adoption of the Financial Statements of the Company for the year 2015-16 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
 - i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
21	4387382	38.23%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
16	7088023	61.77%

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0



b) Resolution 2 -Approval of the vacancy caused by the retirement of director not to be filled up. (Ordinary Resolution)

(In view of 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 resolutions adopted on item no. 2 of the Notice of the 5th Annual General Meeting (AGM) of the members of the Company shall not be given effect to till further Orders by the Bench.)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
18	4386438	38.22%

ii. Voted against the resolution:

U		
Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
20	7090313	61.78%

iii. Invalid votes:

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

c) Resolution 3 - Ratification of the appointment of M/s Mittal Gupta and Company, Chartered Accountants as statutory auditors of the Company and fix their remuneration. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members Number of votes	% of total number of
-----------------------------------	----------------------



who voted in favour	casted in favour of the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
21	4390815	38.26%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
16	7084590	61.74%

iii. Invalid votes:

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

d) Resolution 4 - Appointment of Mr. Sanjay Tapriya as a Director. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes casted	% of total number of
who voted in favour	in favour of the	valid votes casted on the
through remote -	resolution	resolution
electronic voting system		
19	4389505	38.25%

ii. Voted against the resolution:

. 9494 494 4 1-991-4-19		
Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
18	7085900	61.75%
	Number of members who voted against through remote - electronic voting	Number of members who voted against the through remote - electronic voting system Number of votes casted against the resolution

Total number of members whose	Total number of votes casted by



votes were declared invalid	members whose votes were
	declared invalid
0	0

e) Resolution 5 - Appointment of Mr. S N Misra as the Chief Operating Officer. (Special Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
19	4390190	38.26%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
17	7085190	61.74%

iii. Invalid votes:

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

f) Resolution 6 - Appointment of Mr. B K Goswami as an Independent Director. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members who	Number of votes	% of total number of
voted in favour through	casted in favour of	valid votes casted on
remote - electronic voting	the resolution	the resolution
system		
33	11474160	99.99%

ii. Voted against the resolution:

Number of members who	Number of votes	% of total number of
voted against through	casted against the	valid votes casted on
remote - electronic voting	resolution	the resolution



system		
3	994	0.01%

iii. Invalid votes:

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

g) Resolution 7 - Appointment of Mr. S C Kumar as an Independent Director. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members who	Number of votes	% of total number of
voted in favour through	casted in favour of	valid votes casted on
remote - electronic voting	the resolution	the resolution
system		
34	11474411	99.99%

ii. Voted against the resolution:

Number of members who	Number of votes	% of total number of
voted against through	casted against the	valid votes casted on
remote - electronic voting	resolution	the resolution
system		
3	994	0.01%

iii. Invalid votes:

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

h) Resolution 8 - Appointment of Mr. S K Ganguli as an Independent Director. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		



2.1	44.474.444	00.000/
34	114/4411	99.99%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting		
system		
3	994	0.01%

iii. Invalid votes:

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

i) Resolution 9 - Appointment of Justice (Retd) C K Mahajan as an Independent Director. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
35	11475011	99.9966%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
2	394	0.0034%

iii. Invalid votes:

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

j) Resolution 10 - Appointment of Lt Gen D S Sidhu as an Independent Director.



(Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
34	11474461	99.99%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
3	944	0.01%

iii. Invalid votes:

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

k) Resolution 11 - Approval of the funds raising options upto a limit of Rs. 100 crore from the securities market by way of issue of further shares. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
21	4390907	38.26%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
16	7084498	61.74%



Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

l) Resolution 12 - Approval of conversion of loan into share capital under the provisions of 62(3) of the Companies Act, 2013. (Special Resolution)

(In view of 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 resolutions adopted on item no. 12 of the Notice of the 5th Annual General Meeting (AGM) of the members of the Company shall not be given effect to till further Orders by the Bench.)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
20	4389882	38.25%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
18	7086869	61.75%

iii. Invalid votes:

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

m) Resolution 13 - Approval of mortgage and/or charge upto an amount of Rs. 1600 crore under the provisions of Section 180(1)(a) of the Companies Act, 2013. (Special Resolution)



i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
20	4390790	38.26%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
16	7084590	61.74%

iii. Invalid votes:

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

n) Resolution 14 - Approval of the borrowing powers upto Rs. 1600 crore under the provisions of Section 180(1)(c) of the Companies Act, 2013. (Special Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
19	4390188	38.26%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
16	7084590	61.74%

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were



	declared invalid
0	0

o) Resolution 15 - Approval of the limits to make donation upto Rs. 25 lacs in a financial year. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
31	11473717	99.99%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
5	1437	0.01%

iii. Invalid votes:

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

p) Resolution 16 - Approval of the limits for investments upto Rs. 500 crore under the provisions of section 186 of the Companies Act, 2013. (Special Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
20	4390315	38.26%

ii. Voted against the resolution:

O		
Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on



through remote -	resolution	the resolution
electronic voting system		
17	7085090	61.74%

iii. Invalid votes:

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

q) Resolution 17 - Approval of the material related party contracts/transactions/arrangements entered into by the Company. (Special Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
19	4390038	75.25%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
11	*1444240	24.75%

iii. Invalid votes:

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0

^{* 5640850} votes casted by 6 related parties not considered in terms of the provisions of regulation 23(4) & 23(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

r) Resolution 18 - Approval of the remuneration to be paid to Mr. Satnam Singh Saggu as the cost auditor. (Ordinary Resolution)



i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
who voted in favour	casted in favour of	valid votes casted on
through remote -	the resolution	the resolution
electronic voting system		
35	11475263	99.9990%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
who voted against	casted against the	valid votes casted on
through remote -	resolution	the resolution
electronic voting system		
1	117	0.0010%

Total number of members whose	Total number of votes casted by
votes were declared invalid	members whose votes were
	declared invalid
0	0





Annexure-2

Results of Voting through physical ballot conducted at the 5th Annual General Meeting of SIMBHAOLI SUGARS LIMITED

- 1. The result of the poll conducted through ballot at meeting is as under:
 - a) Resolution 1 Adoption of the Financial Statements of the Company for the year 2015-16 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of the	valid votes casted on
favour (in person or	resolution	the resolution
by proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or	resolution	the resolution
by proxy)		
0	0	0

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

b) Resolution 2 - Approval of the vacancy caused by the retirement of director not to be filled up. (Ordinary Resolution)

(In view of 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 resolutions adopted on item no. 2 of the Notice of the 5th Annual General Meeting (AGM) of the members of the Company shall not be given effect to till further Orders by the Bench.)



i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of the	valid votes casted on
favour (in person or	resolution	the resolution
by proxy)		
32	12612975	99.97%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or	resolution	the resolution
by proxy)		
2	3943	0.03%

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

d) Resolution 3 - Ratification of the appointment of M/s Mittal Gupta and Company, Chartered Accountants as statutory auditors of the Company and fix their remuneration. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of the	valid votes casted on
favour (in person or	resolution	the resolution
by proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or	resolution	the resolution
by proxy)		
0	0	0



Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

d) Resolution 4 - Appointment of Mr. Sanjay Tapriya as a Director. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes casted	% of total number of
present and voting in	in favour of the	valid votes casted on the
favour (in person or by	resolution	resolution
proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or	resolution	the resolution
by proxy)		
0	0	0

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

e) Resolution 5 - Appointment of Mr. S N Misra as the Chief Operating Officer. (Special Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

ii. Voted against the resolution:

Ī	Number of members	Number of votes	% of total number of
	i tuiliber er illelikete	1 (differ of cotes	70 OI total Halliett OI



present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

f) Resolution 6 - Appointment of Mr. B K Goswami as an Independent Director. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

g) Resolution 7 - Appointment of Mr. S C Kumar as an Independent Director. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on



favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

h) Resolution 8 - Appointment of Mr. S K Ganguli as an Independent Director. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of votes	% of total number of
casted against the	valid votes casted on
resolution	the resolution
0	0
	casted against the

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

i) Resolution 9 - Appointment of Justice (Retd) C K Mahajan as an Independent



Director. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

j) Resolution 10 - Appointment of Lt Gen D S Sidhu as an Independent Director. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

Total number of members (in	Total number of votes casted by



person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

k) Resolution 11 - Approval of the funds raising options upto a limit of Rs. 100 crore from the securities market by way of issue of further shares. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

1) Resolution 12 - Approval of conversion of loan into share capital under the provisions of 62(3) of the Companies Act, 2013. (Special Resolution)

(In view of 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 resolutions adopted on item no. 12 of the Notice of the 5th Annual General Meeting (AGM) of the members of the Company shall not be given effect to till further Orders by the Bench.)

i. Voted in favour of the resolution:



Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
34	12616918	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

m) Resolution 13 - Approval of mortgage and/or charge upto an amount of Rs. 1600 crore under the provisions of Section 180(1)(a) of the Companies Act, 2013. (Special Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid



0	0

n) Resolution 14 - Approval of the borrowing powers upto Rs. 1600 crore under the provisions of Section 180(1)(c) of the Companies Act, 2013. (Special Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

o) Resolution 15 - Approval of the limits to make donation upto Rs. 25 lacs in a financial year. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution



proxy)		
0	0	0

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

p) Resolution 16 - Approval of the limits for investments upto Rs. 500 crore under the provisions of section 186 of the Companies Act, 2013. (Special Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on
favour (in person or by	the resolution	the resolution
proxy)		
36	12623535	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
present and voting	casted against the	valid votes casted on
against (in person or by	resolution	the resolution
proxy)		
0	0	0

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

q) Resolution 17 - Approval of the material related party contracts/transactions/arrangements entered into by the Company. (Special Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of
present and voting in	casted in favour of	valid votes casted on



favour (in person or by	the resolution	the resolution
proxy)		
32	*46173	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of	
present and voting	casted against the	valid votes casted on	
against (in person or by	resolution	the resolution	
proxy)			
0	0	0	

iii. Invalid votes:

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were
were declared invalid	declared invalid
0	0

*12577362 votes casted by 4 related parties not considered in terms of the provisions of regulation 23(4) & 23(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

r) Resolution 18 - Approval of the remuneration to be paid to Mr. Satnam Singh Saggu as the cost auditor. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members	Number of votes	% of total number of	
present and voting in	casted in favour of	valid votes casted on	
favour (in person or by	the resolution	the resolution	
proxy)			
36	12623535	100%	

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of	
present and voting	casted against the	valid votes casted on	
against (in person or by	resolution	the resolution	
proxy)			
0	0	0	

Total number of members (in	Total number of votes casted by
person or by proxy) whose votes	members whose votes were



were declared invalid	declared invalid	
0	0	





Annexure -3

Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the 5th Annual General Meeting of SIMBHAOLI SUGARS LIMITED

Particulars	Number of Votes Contained in			Percentage	
	Remote E	Poll	TOTAL		
	votes	through			
		physical			
		Ballots at			
		AGM			
Decelution 1 Adoption of the	Eineneiel Statemen	oto of the Come	Cau 11- a	on 2015 16 on d	
Resolution 1 - Adoption of the		-			
the Reports of the Board of Di					
Assent	4387382	12623535	17010917	70.5878%	
Dissent	7088023	0	7088023	29.4122%	
Invalid	0	0	0	0.0000%	
Total	11475405	12623535	24098940	100.0000%	
Outcome	Passed as ar	n Ordinary Res	olution		
D 1 1 2 1 1 1 1					
Resolution 2 - Annroval of the	viacanev caused by f			. 1 2011 1	
	vacancy caused by	the retirement	of director not	to be filled	
up. (Ordinary Resolution) Assent	4386438	the retirement	of director not	to be filled 70.5555%	
up. (Ordinary Resolution)					
up. (Ordinary Resolution) Assent	4386438	12612975	16999413	70.5555%	
up. (Ordinary Resolution) Assent Dissent	4386438 7090313	12612975 3943	16999413 7094256	70.5555% 29.4445%	
up. (Ordinary Resolution) Assent Dissent Invalid	4386438 7090313 0 11476751	12612975 3943 0	16999413 7094256 0 24093669	70.5555% 29.4445% 0.0000%	
up. (Ordinary Resolution) Assent Dissent Invalid Total	4386438 7090313 0 11476751 Passed as an	12612975 3943 0 12616918	16999413 7094256 0 24093669 olution	70.5555% 29.4445% 0.0000% 100.0000%	



Petition, CP Vs. M/s Simb 242 of the C Company La adopted on a General Mee	No. 77 (ND)/2 chaoli Sugars L Companies Ac aw Tribunal (1 item no. 2 of t ting (AGM) of	2016 titled Mr. imited under So t, 2013 read w NCLT) rules, th he Notice of th	Gurpal Singh ection 241 and with National he resolutions he 5th Annual the Company
	-	-	-
1	,		,
4390815	12623535	17014350	70.6021%
7084590	0	7084590	29.3979%
0	0	0	0.0000%
11475405	12623535	24098940	100.0000%
Passed as an	Ordinary Res	olution	
. Sanjay Tapriya	as a Director.	(Ordinary Reso	olution)
4389505	12623535	17013040	70.5966%
7085900	0	7085900	29.4034%
0	0	0	0.0000%
11475405	12623535	24098940	100.0000%
Passed as an	Ordinary Res	olution	
S N Misra as th	e Chief Opera	ting Officer. (S	pecial
4390190	12623535	17013725	70.5995%
	Petition, CP Vs. M/s Simb 242 of the C Company La adopted on a General Mee shall not be Bench. Appointment of M s of the Compan 4390815 7084590 0 11475405 Passed as an C. Sanjay Tapriya 4389505 7085900 0 11475405 Passed as an	Petition, CP No. 77 (ND)/2 Vs. M/s Simbhaoli Sugars L 242 of the Companies Ac Company Law Tribunal (I adopted on item no. 2 of t General Meeting (AGM) of shall not be given effect t Bench. appointment of M/s Mittal Gup s of the Company and fix the 4390815 12623535 7084590 0 0 11475405 12623535 Passed as an Ordinary Reserved. Sanjay Tapriya as a Director. 4389505 12623535 7085900 0 0 11475405 12623535 Passed as an Ordinary Reserved. S N Misra as the Chief Opera	Assed as an Ordinary Resolution Passed as the Chief Operating Officer. (S



Dissent	7085190	0	7085190	29.4005%
Invalid	0	0	0	0.0000%
Total	11475380	12623535	24098915	100.0000%
Outcome	Not Passed as	s a Special Res	olution	
Resolution 6 - Appointment of Mr	. B K Goswami a	s an Independ	ent Director. (C	Ordinary
Resolution)				
Assent	11474160	12623535	24097695	99.9959%
Dissent	994	0	994	0.0041%
Invalid	0	0	0	0.0000%
Total	11475154	12623535	24098689	100.0000%
Outcome	Passed as an	Ordinary Reso	lution	
Resolution 7 - Appointment of Mr.	S C Kumar as ar	ı Independent	Director, (Ordi	narv
Resolution)		F		<i>y</i>
Assent	11474411	12623535	24097946	99.9959%
Dissent	994	0	994	0.0041%
Invalid	0	0	0	0.0000%
Total	11475405	12623535	24098940	100.0000%
Outcome	Passed as an	Ordinary Reso	lution	
Resolution 8 - Appointment of Mr.	S K Ganguli as a	an Independen	t Director (Or	dinary
Resolution)		mapenaen		<i>y</i>
Assent	11474411	12623535	24097946	99.9959%
Discoul	994	0	994	0.0041%
Dissent	1			
Invalid	0	0	0	0.0000%



Outcome	Passed as an	Ordinary Res	olution		
Resolution 9 - Appointr	nent of Justice (Retd) C K I	Mahajan as an	Independent D	irector.	
(Ordinary Resolution)		,	•		
Assent	11475011	12623535	24098546	99.9984%	
Dissent	394	0	394	0.0016%	
Invalid	0	0	0	0.0000%	
Total	11475405	12623535	24098940	100.0000%	
Outcome	Passed as an	Ordinary Res	olution		
Resolution 10 - Appoint	ment of Lt Gen D S Sidhu	as an Indepen	dent Director. (Ordinary	
Resolution)		•	`		
Assent	11474461	12623535	24097996	99.9961%	
Dissent	944	0	944	0.0039%	
Invalid	0	0	0	0.0000%	
Total	11475405	12623535	24098940	100.0000%	
Outcome	Passed as an	Ordinary Res	olution		
Resolution 11 - Approva	al of the funds raising optic	ons upto a limi	t of Rs. 100 cro	re from the	
	y of issue of further shares	_			
Assent	4390907	12623535	17014442	70.6024%	
Dissent	7084498	0	7084498	29.3976%	
Invalid	0	0	0	0.0000%	
Total	11475405	12623535	24098940	100.0000%	
Outcome	Passed as an	Passed as an Ordinary Resolution			
	al of conversion of loan int	_	under the prov	isions of	
	Act, 2013. (Special Resoluti	· ·	1700/200	70 F9/29/	
Assent	4389882	12616918	17006800	70.5862%	



Dissent	7086869	0	7086869	29.4138%		
Invalid	0	0	0	0.0000%		
Total	11476751	12616918	24093669	100.0000%		
Outcome	Not Passed as a Special Resolution					
	(However in view of 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					
	ohaoli Sugars L	imited under S	ection 241 and			
242 of the Companies Act, 2013 read with Natio Company Law Tribunal (NCLT) rules, the resoluti						
General Meeting (AGM) of the members of the						
	shall not be given effect to till further Orders by					
	Bench.					
Resolution 13 - Approval of mortgag	 e and/or charg	ge upto an amo	unt of Rs. 1600	crore under		
Resolution 13 - Approval of mortgag the provisions of Section 180(1)(a) of	-	_				
	-	_				
the provisions of Section 180(1)(a) of	the Compani	es Act, 2013. (S	pecial Resolut	on)		
the provisions of Section 180(1)(a) of Assent	the Companie 4390790	es Act, 2013. (S 12623535	pecial Resoluti 17014325	70.6020%		
the provisions of Section 180(1)(a) of Assent Dissent	the Compani 4390790 7084590	es Act, 2013. (S 12623535 0	pecial Resoluti 17014325 7084590	70.6020% 29.3980%		
the provisions of Section 180(1)(a) of Assent Dissent Invalid	the Compani 4390790 7084590 0 11475380	es Act, 2013. (S 12623535 0	17014325 7084590 0 24098915	70.6020% 29.3980% 0.0000%		
the provisions of Section 180(1)(a) of Assent Dissent Invalid Total	the Compani 4390790 7084590 0 11475380 Not Passed a	es Act, 2013. (S 12623535 0 0 12623535 as a Special Re	17014325 17014325 7084590 0 24098915 solution	70.6020% 29.3980% 0.0000% 100.0000%		
the provisions of Section 180(1)(a) of Assent Dissent Invalid Outcome	the Companie 4390790 7084590 0 11475380 Not Passed a owing powers	12623535 0 12623535 0 12623535 as a Special Reupto Rs. 1600	17014325 7084590 0 24098915 solution crore under the	70.6020% 29.3980% 0.0000% 100.0000%		
the provisions of Section 180(1)(a) of Assent Dissent Invalid Total Outcome Resolution 14 - Approval of the borr	the Companie 4390790 7084590 0 11475380 Not Passed a owing powers	12623535 0 12623535 0 12623535 as a Special Reupto Rs. 1600	17014325 7084590 0 24098915 solution crore under the	70.6020% 29.3980% 0.0000% 100.0000%		
the provisions of Section 180(1)(a) of Assent Dissent Invalid Total Outcome Resolution 14 - Approval of the borr of Section 180(1)(c) of the Companies	the Companie 4390790 7084590 0 11475380 Not Passed a owing powers & Act, 2013. (Sp	12623535 0 12623535 0 12623535 as a Special Reupto Rs. 1600 pecial Resoluti	17014325 17084590 0 24098915 solution crore under the on)	70.6020% 29.3980% 0.0000% 100.0000%		
the provisions of Section 180(1)(a) of Assent Dissent Invalid Total Outcome Resolution 14 - Approval of the borr of Section 180(1)(c) of the Companies Assent	the Companie 4390790 7084590 0 11475380 Not Passed a owing powers Act, 2013. (Sp. 4390188)	es Act, 2013. (S 12623535 0 0 12623535 as a Special Re upto Rs. 1600 pecial Resoluti 12623535	7084590 0 24098915 solution crore under the on) 17013723	70.6020% 29.3980% 0.0000% 100.0000% e provisions 70.6003%		



Outcome	Not Passed as	Not Passed as a Special Resolution				
Resolution 15 - Approval of the	e limits to make dona	tion upto Rs. 2	5 lacs in a fina	ncial year.		
(Ordinary Resolution)						
Assent	11473717	12623535	24097252	99.9940%		
Dissent	1437	0	1437	0.0060%		
Invalid	0	0	0	0.0000%		
Total	11475154	12623535	24098689	100.0000%		
Outcome	Passed as an 0	Passed as an Ordinary Resolution				
Resolution 16 - Approval of the	e limits for investmer	nts upto Rs. 500	crore under tl	ne		
provisions of section 186 of the	Companies Act, 2013	3. (Special Reso	olution)			
Assent	4390315	12623535	17013850	70.6000%		
Dissent	7085090	0	7085090	29.4000%		
				2 2 2 2 2 2 4		
Invalid	0	0	0	0.0000%		
Total Total	11475405	12623535	24098940	0.0000%		
	11475405		24098940			
Total	11475405 Not Passed as	12623535 a Special Reso	24098940 Dolution	100.0000%		
Total Outcome	11475405 Not Passed as a material related par	12623535 a Special Reso	24098940 Dolution	100.0000%		
Total Outcome Resolution 17 - Approval of the	11475405 Not Passed as a material related par	12623535 a Special Reso	24098940 Dolution	100.0000%		
Total Outcome Resolution 17 - Approval of the entered into by the Company.	Not Passed as e material related par (Special Resolution)	12623535 s a Special Reso	24098940 olution nsactions/arra	100.0000% ngements 75.4400%		
Total Outcome Resolution 17 - Approval of the entered into by the Company. Assent	Not Passed as e material related par (Special Resolution)	12623535 s a Special Resorty contracts/tra @46173	24098940 Dlution nsactions/arra:	100.0000% ngements 75.4400% 24.5600%		
Total Outcome Resolution 17 - Approval of the entered into by the Company. Assent Dissent	Not Passed as e material related par (Special Resolution) 4390038 #1444240	12623535 s a Special Resorty contracts/tra @46173	24098940 Dlution nsactions/arra 4436211 1444240	100.0000%		

5640850 votes casted by 6 related parties not considered in terms of the provisions of regulation 23(4) & 23(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



@ 12577362 votes casted by 4 related parties not considered in terms of the provisions of regulation 23(4) & 23(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolution 18 - Approval of the remuneration to be paid to Mr. Satnam Singh Saggu as the cost auditor. (Ordinary Resolution)

Assent	11475263	12623535	24098798	99.9995%		
			–			
Dissent	117	0	117	0.0005%		
Invalid	0	0	0	0.0000%		
Total	11475380	12623535	24098915	100.0000%		
Outcome	Passed as an	Passed as an Ordinary Resolution				



Amit Gupta Proprietor Amit Gupta & Associates Company Secretaries FCS – 5478, C.P. - 4682

Date: 27th September, 2016