



SIMBHAOLI 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

SSL/AGM/2016

Ref: SSL: SE

September 27, 2016

Bombay Stock Exchange Limited

PhirozeJeejeebhoy Towers

Dalal Street, Fort, Mumbai

Fax No. 022-22723121/2037/2041

The National Stock Exchange of India Limited

Exchange Plaza, Bandra -Kurla Complex,

Mumbai- 400051

Fax No. 022-26598237/38

Ref: Scrip Code: NSE: SIMBHALS | BSE: 539742

Sub: 5th Annual General Meeting of the Company

Dear Sir/Ma'am,

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

In this regard please find enclosed the following:

1. The gist of Proceedings of 5th AGM of the Company held on 26th September, 2016 pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Voting results in the prescribed format pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Consolidated Scrutinizer's Report submitted by Mr. Amit Gupta, (Practicing Company Secretary No. FCS-5478), Scrutinizer appointed to conduct the electronic voting process as well as physical ballot process at the Annual General Meeting venue.

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management & Administration) Rules, 2014 and clause 8.6.2 of Secretarial Standard-2 on General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI) the Voting result alongwith the Scrutinizer's consolidated report is available on the Company's website www.simbhaolisugars.com. Further, the results are also placed on the Notice Board of the Company at its Registered Office.



**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 Judicature at Allahabad*

Specialty Sugars

Potable Alcohol

Ethanol

Power


REG. OFFICE : SIMBHAOLI, DISTT. HAPUR, UTTAR PRADESH-245207

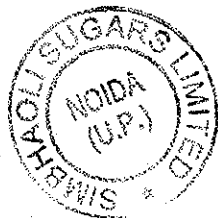
The Petition under Section 241 and 242 read with the provisions of the Companies Act, 2013 and National Company Law Tribunal (NCLT) rules has been filed before the Hon'ble Tribunal, Allahabad Bench in the matter of CP No. 77 (ND)/2016 titled Mr. Gurpal Singh Vs. M/s Simbhaoli Sugars Limited along with 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 26th 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. Gural 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. Gural 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.

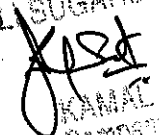
Thereafter, all the 18 (eighteen) resolutions required to be passed were proposed and seconded by the members. Thereafter, the Chairperson ordered a Poll to be taken at the AGM venue by way of physical ballot for those members who could not cast their vote through e-voting.

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.


KAMAL SAMTANI
Company Secretary
FCS-5140



SIMBHAOLI 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

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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 the record date	16,159
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	6
b) Public	33
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	NA
b) Public	NA
Total No. of resolution proposed at the meeting:	18
Less: Not Passed	5
No. of resolution passed at the meeting	13

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

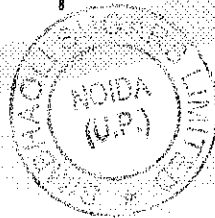
For Simbhaoli Sugars Limited


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 Judicature at Allahabad*

Specialty Sugars

Potable Alcohol

Ethanol

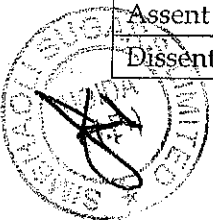
Power

REG. OFFICE : SIMBHAOLI, DISTT. HAPUR, UTTAR PRADESH-245207

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:

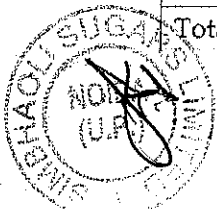
Particulars	Number of Votes Contained in			Percentage	Result
	Remote E votes	Poll through physical Ballots at AGM	TOTAL		
Resolution 1 - Adoption of the Financial Statements of the Company for the year 2015-16 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)					
Assent	4387382	12623535	17010917	70.5878	Passed
Dissent	7088023	0	7088023	29.4122	
Invalid	0	0	0	0.0000	
Total	11475405	12623535	24098940	100.0000	
Resolution 2 - Approval of the vacancy caused by the retirement of director not to be filled up. (Ordinary Resolution)					
Assent	4386438	12612975	16999413	70.5555	Passed
Dissent	7090313	3943	7094256	29.4445	
Invalid	0	0	0	0.0000	
Total	11476751	12616918	24093669	100.0000	
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)					
Assent	4390815	12623535	17014350	70.6021	Passed
Dissent	7084590	0	7084590	29.3979	
Invalid	0	0	0	0.0000	
Total	11475405	12623535	24098940	100.0000	
Resolution 4 - Appointment of Mr. Sanjay Tapriya as a Director. (Ordinary Resolution)					
Assent	4389505	12623535	17013040	70.5966	Passed
Dissent	7085900	0	7085900	29.4034	
Invalid	0	0	0	0.0000	
Total	11475405	12623535	24098940	100.0000	
Resolution 5 - Appointment of Mr. S N Misra as the Chief Operating Officer. (Special Resolution)					
Assent	4390190	12623535	17013725	70.5995	Not passed
Dissent	7085190	0	7085190	29.4005	



Invalid	0	0	0	0.0000	
Total	11475380	12623535	24098915	100.0000	
Resolution 6 - Appointment of Mr. B K Goswami as an Independent Director. (Ordinary Resolution)					
Assent	11474160	12623535	24097695	99.9959	Passed
Dissent	994	0	994	0.0041	
Invalid	0	0	0	0.0000	
Total	11475154	12623535	24098689	100.0000	
Resolution 7 - Appointment of Mr. S C Kumar as an Independent Director. (Ordinary Resolution)					
Assent	11474411	12623535	24097946	99.9959	Passed
Dissent	994	0	994	0.0041	
Invalid	0	0	0	0.0000	
Total	11475405	12623535	24098940	100.0000	
Resolution 8 - Appointment of Mr. S K Ganguli as an Independent Director. (Ordinary Resolution)					
Assent	11474411	12623535	24097946	99.9959	Passed
Dissent	994	0	994	0.0041	
Invalid	0	0	0	0.0000	
Total	11475405	12623535	24098940	100.0000	
Resolution 9 - Appointment of Justice (Retd) C K Mahajan as an Independent Director. (Ordinary Resolution)					
Assent	11475011	12623535	24098546	99.9984	Passed
Dissent	394	0	394	0.0016	
Invalid	0	0	0	0.0000	
Total	11475405	12623535	24098940	100.0000	
Resolution 10 - Appointment of Lt Gen D S Sidhu as an Independent Director. (Ordinary Resolution)					
Assent	11474461	12623535	24097996	99.9961	Passed
Dissent	944	0	944	0.0039	
Invalid	0	0	0	0.0000	
Total	11475405	12623535	24098940	100.0000	
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)					
Assent	4390907	12623535	17014442	70.6024	Passed
Dissent	7084498	0	7084498	29.3976	
Invalid	0	0	0	0.0000	
Total	11475405	12623535	24098940	100.0000	
Resolution 12 - Approval of conversion of loan into share capital under the provisions of 62(3) of the Companies Act, 2013. (Special Resolution)					
Assent	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	
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)					
Assent	4390790	12623535	17014325	70.6020	Not passed
Dissent	7084590	0	7084590	29.3980	
Invalid	0	0	0	0.0000	
Total	11475380	12623535	24098915	100.0000	
Resolution 14 - Approval of the borrowing powers uptoRs. 1600 crore under the provisions of Section 180(1)(c) of the Companies Act, 2013. (Special Resolution)					
Assent	4390188	12623535	17013723	70.6003	Not passed
Dissent	7084941	0	7084941	29.3997	
Invalid	0	0	0	0.0000	
Total	11475129	12623535	24098664	100.0000	
Resolution 15 - Approval of the limits to make donation uptoRs. 25 lacs in a financial year. (Ordinary Resolution)					
Assent	11473717	12623535	19902840	99.9928	Passed
Dissent	1437	0	1437	0.0072	
Invalid	0	0	0	0.0000	
Total	11475154	12623535	19904277	100.0000	
Resolution 16 - Approval of the limits for investments uptoRs. 500 crore under the provisions of section 186 of the Companies Act, 2013. (Special Resolution)					
Assent	4390315	12623535	17013850	70.6000	Not passed
Dissent	7085090	0	7085090	29.4000	
Invalid	0	0	0	0.0000	
Total	11475405	12623535	24098940	100.0000	
Resolution 17 - Approval of the material related party contracts/transactions/arrangements entered into by the Company. (Special Resolution)					
Assent	4390038	46173	4436211	75.4400	Passed
Dissent	1444240	0	1444240	24.5600	
Invalid	0	0	0	0.0000	
Total	5834278	46173	5880451	100.0000	
Resolution 18 - Approval of the remuneration to be paid to Mr. Satnam Singh Saggi as the cost auditor. (Ordinary Resolution)					
Assent	11475263	12623535	24098798	99.9995	Passed
Dissent	117	0	117	0.0005	
Invalid	0	0	0	0.0000	
Total	11475380	12623535	24098915	100.0000	



FOR SINGHANOLI SUGARS LIMITED
 KAMAL SANTANI
 Company Secretary
 FCS-5140



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,

 CPNO. 4682

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 e-voting 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. Gурpal 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.

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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by 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 through remote - electronic voting system	casted in favour of the resolution	valid votes casted on the resolution
21	4390815	38.26%

ii. **Voted against the resolution:**

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

iii. **Invalid votes :**

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

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
18	7085900	61.75%

iii. **Invalid votes :**

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

ii. Voted against the resolution:

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

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by 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 voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
33	11474160	99.99%

ii. Voted against the resolution:

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



system		
3	994	0.01%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by 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 voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	11474411	99.99%

ii. **Voted against the resolution:**

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

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by 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 who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution



34	11474411	99.99%
----	----------	--------

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :



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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :

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



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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by 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 Saggi as the cost auditor. (Ordinary Resolution)



i. Voted in favour of the resolution:

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

ii. Voted against the resolution:

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

iii. Invalid votes :

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



Amit Gupta
CPNO.4682

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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :



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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by 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 present and voting in	Number of votes casted in favour of	% of total number of valid votes casted on
---	-------------------------------------	--



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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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

iii. Invalid votes :

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



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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. **Voted against the resolution:**

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

iii. **Invalid votes :**

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

ii. **Voted against the resolution:**

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

iii. **Invalid votes :**

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



0	0
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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 present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	12623535	100%

ii. Voted against the resolution:

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

iii. Invalid votes :

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

ii. Voted against the resolution:

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



proxy)		
0	0	0

iii. **Invalid votes :**

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

ii. **Voted against the resolution:**

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

iii. **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by 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 present and voting in	Number of votes casted in favour of	% of total number of valid votes casted on
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favour (in person or by proxy)	the resolution	the resolution
32	*46173	100%

ii. **Voted against the resolution:**

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

iii. **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were 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 Saggi as the cost auditor. (Ordinary Resolution)**

i. **Voted in favour of the resolution:**

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

ii. **Voted against the resolution:**

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

iii. **Invalid votes :**

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



were declared invalid	declared invalid
0	0

AMIT GUPTA
CPNO.4682

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 votes	Poll through physical Ballots at AGM	TOTAL	
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)				
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 an Ordinary Resolution			
Resolution 2 -Approval of the vacancy caused by the retirement of director not to be filled up. (Ordinary Resolution)				
Assent	4386438	12612975	16999413	70.5555%
Dissent	7090313	3943	7094256	29.4445%
Invalid	0	0	0	0.0000%
Total	11476751	12616918	24093669	100.0000%
Outcome	Passed as an Ordinary Resolution <i>(However in view of interim Order dated September 23, 2016 passed by the Hon'ble National Company Law</i>			



<p><i>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></p>				
<p>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)</p>				
Assent	4390815	12623535	17014350	70.6021%
Dissent	7084590	0	7084590	29.3979%
Invalid	0	0	0	0.0000%
Total	11475405	12623535	24098940	100.0000%
Outcome	Passed as an Ordinary Resolution			
<p>Resolution 4 - Appointment of Mr. Sanjay Tapriya as a Director. (Ordinary Resolution)</p>				
Assent	4389505	12623535	17013040	70.5966%
Dissent	7085900	0	7085900	29.4034%
Invalid	0	0	0	0.0000%
Total	11475405	12623535	24098940	100.0000%
Outcome	Passed as an Ordinary Resolution			
<p>Resolution 5 - Appointment of Mr. S N Misra as the Chief Operating Officer. (Special Resolution)</p>				
Assent	4390190	12623535	17013725	70.5995%



Dissent	7085190	0	7085190	29.4005%
Invalid	0	0	0	0.0000%
Total	11475380	12623535	24098915	100.0000%
Outcome	Not Passed as a Special Resolution			
Resolution 6 - Appointment of Mr. B K Goswami as an Independent Director. (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 Resolution			
Resolution 7 - Appointment of Mr. S C Kumar as an Independent Director. (Ordinary Resolution)				
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 Resolution			
Resolution 8 - Appointment of Mr. S K Ganguli as an Independent Director. (Ordinary Resolution)				
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 Resolution			
Resolution 9 - Appointment of Justice (Retd) C K Mahajan as an Independent Director. (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 Resolution			
Resolution 10 - Appointment of Lt Gen D S Sidhu as an Independent 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 Resolution			
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)				
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 Ordinary Resolution			
Resolution 12 - Approval of conversion of loan into share capital under the provisions of 62(3) of the Companies Act, 2013. (Special Resolution)				
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 <i>(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. 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 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>			
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)				
Assent	4390790	12623535	17014325	70.6020%
Dissent	7084590	0	7084590	29.3980%
Invalid	0	0	0	0.0000%
Total	11475380	12623535	24098915	100.0000%
Outcome	Not Passed as a Special Resolution			
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)				
Assent	4390188	12623535	17013723	70.6003%
Dissent	7084941	0	7084941	29.3997%
Invalid	0	0	0	0.0000%
Total	11475129	12623535	24098664	100.0000%



Outcome	Not Passed as a Special Resolution			
Resolution 15 - Approval of the limits to make donation upto Rs. 25 lacs in a financial 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 Ordinary Resolution			
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)				
Assent	4390315	12623535	17013850	70.6000%
Dissent	7085090	0	7085090	29.4000%
Invalid	0	0	0	0.0000%
Total	11475405	12623535	24098940	100.0000%
Outcome	Not Passed as a Special Resolution			
Resolution 17 - Approval of the material related party contracts/transactions/arrangements entered into by the Company. (Special Resolution)				
Assent	4390038	@46173	4436211	75.4400%
Dissent	#1444240	0	1444240	24.5600%
Invalid	0	0	0	0.0000%
Total	5834278	46173	5880451	100.0000%
Outcome	Passed as a Special Resolution			
<i># 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.</i>				



@ 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 Ordinary Resolution			

CPNO.4682

Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS - 5478, C.P. - 4682
Date: 27th September, 2016