



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,
M/s Simbhaoli Sugars Limited
Simbhaoli, Distt. Hapur-245207,
Uttar Pradesh

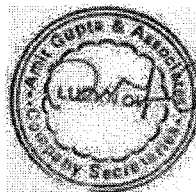
Dear Sir,

Sub: Regarding the Scheme of Amalgamation of Simbhaoli Sugars Limited with Simbhaoli Spirits Limited and their respective shareholders and creditors pursuant to Section 110 of the Companies Act, 2013 and Rules made there under read with SEBI Circulars dated February 4, 2013 and May 21, 2013 and under relevant provisions of applicable laws

I, Amit Gupta, Proprietor of M/s Amit Gupta & Associates, Company Secretaries, having our office at B-12, basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow-226 001, Uttar Pradesh, appointed as Scrutinizer for the voting through postal ballot and E-voting process for approval of the Scheme of Amalgamation between Simbhaoli Sugars Limited (Transferor Company) with Simbhaoli Spirits Limited (Transferee Company) by the Public Equity Shareholders of the Transferor Company in pursuance to Section 110 of the Companies Act, 2013 and Rules made there under read with SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 subject to the requirements specified in the Observation Letters dated June 25, 2014 issued by the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and under relevant provisions of applicable laws.

I have authorised Mr. Lalit Chawla, (Practicing Company Secretary No PCS-8607 and ACS No. 23793) for my assistance for the purpose of the scrutiny of all the ballot papers received through postal ballot at the Registered Office/Corporate Office of the Transferor Company.

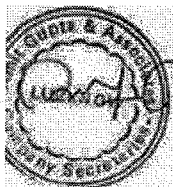
I submit my report as under:



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1. The Notice of Postal Ballot and the Ballot Form was sent to 6,040 Shareholders through e-mail, whose names appear in the Register of Members/Beneficial Owner as on Friday, August 1, 2014 on their respective E-mail ids recorded with the respective Depository Participants, and to the registered address of 9,720 Shareholders, whose ids are not available through courier.
2. The Notice of Postal Ballot was also published in the English and Hindi edition of newspaper "Business Standard", New Delhi edition on August 15, 2014.
2. The voting through postal ballot commenced from August 21, 2014 at 10:01 hours and ended on Friday, September 19, 2014 at 17:00 hours.
3. The Transferor Company has taken the connectivity from Central Depository Services India Limited, 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, (CDSL) for the purpose of E-voting and Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 is acting as the Registrar. Mr. Sharwan Mangla, General Manager, Mas Services Limited is the Nodel officer for this purpose.
4. The e-voting commenced from August 21, 2014 at 10:01 hours and ended on Friday, September 19, 2014 at 17:00 hours.
5. I have downloaded the data of e-voting after the E-voting module from CDSL website at <https://www.evotingindia.com> on September 20, 2014 at 7:56 am. The e-voting was disabled by CDSL at the scheduled time on September 19, 2014. The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution online at the CDSL website.
6. The postal ballot forms received by the Company in the pre-paid envelopes under permit No BR-D (C) 350 issued by Department of Posts, Central Division, New Delhi. The ballots were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The ballot boxes were opened on September 20, 2014 at 8:00 am in presence of Mr. Lalit Chawla and Mr. Sharwan Mangla, two witnesses not in the employment of the Company.
8. Mr. Lalit Chawla, who has scrutinized the ballots and prepared a Report in Excel file. The shareholding was matched with the Register of Members of the Transferor Company/list of beneficiaries as on August 1, 2014 as available in the records with the Registrar.
9. All postal ballot forms received on September 19, 2014 upto 17:00 hours, the last date and time fixed by the company for receipt of the forms, were considered for our scrutiny.
10. Envelopes containing postal ballot forms received after 17:00 hours on September 19, 2014 were not considered for the scrutiny.
11. Envelopes containing postal ballot forms returned from postal authorities for various reasons undelivered aggregated to NIL.



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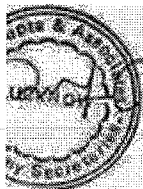


12. I did not find any defaced or mutilated ballot paper.
13. The total No of equity shares of the Company as on date are 28,228,810, out of which promoter shareholders of the Company are holding 12,908,869 i.e. 45.73% of the total equity share capital of the Transferor Company.
14. The votes cast by Promoters shareholders were not considered for the purpose of our scrutiny under the provisions of aforesaid SEBI Circulars.
15. The Voting by equity shareholders conducted by way of Postal Ballot and E-voting is given hereunder.

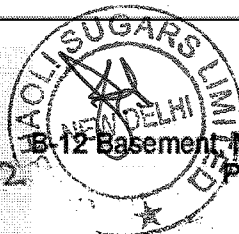
Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled(6)=[(4)/(2)]*100	% of Votes Against on Votes polled(7)=[(5)/(2)]*100
Promoter and Promoter Group	12,908,869	12,908,869	100	12,908,869	NIL	100	NIL
Postal Ballot							
Public Intuitional Holder	2,242,143	NIL	NIL	NIL	NIL	NA	NA
Public- Others	13,077,798	3,747,034	28.65	3746804	230	99.99	0.01
E-voting							
Public Intuitional Holder	2,242,143	2,239,643	99.89	2,239,643	NIL	100	NA
Public- Others	13,077,798	2,299,721	17.58	2298346	1375	99.94	0.06

16. A summary of the voting received is given below:

Sr. No.	Particulars	No. of Ballot forms	No. of Shares	% to the total shares received and representing valid votes



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(a)	1. Total postal Ballot forms received.	85	3,747,034	61.97
	2. Total E-voting options received	27	2,299,721	38.03
	Total(1+2)	112	6,046,755	100.00
(b)	Less: Invalid postal Ballot Forms.	(NIL)	(NIL)	(NIL)
(c)	1. Net valid postal Ballot forms (As per register)	85	3,747,034	61.97
	2. Net E-voting options.	27	2,299,721	38.03
	Total (1+2)	112	6,046,755	100.00
(d)	1. Postal ballot forms with assent for the resolution.	83	3,746,804	61.96
	2. E-voting Options with assent for the resolution.	18	2,298,346	38.01
	Total (1+2)	101	6045150	99.97
(e)	1. Postal ballot forms with dissent for the resolution.	2	230	0.00
	2. E-voting Options with dissent for the resolution.	9	1375	0.03
	Total(1+2)			
(f)	Postal ballot forms with not voted for / against the Resolution.	NIL	NIL	NIL

17. On the basis of aforesaid computation, the result of the voting is given hereunder:

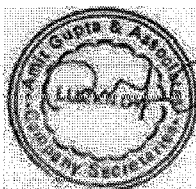
Particulars	Postal Ballot		E-voting		Total		
	No.	Shares	No.	Shares	No.	Shares	Percentage
Votes cast	85	3,747,034	27	2,299,721	112	6,046,755	100.00
Votes in favour of the Resolution	83	3,746,804	18	2,298,346	101	6,045,150	99.97
Votes against the resolution	2	230	9	1375	11	1605	0.03
Result Percentage							99.97

Note: (i) There were nil invalid votes.

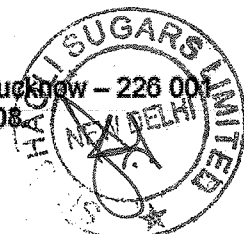
(ii) The voting by the 9 promoter shareholders of the Company holding 12,908,869 has not been considered.

18. The Register, all other papers and relevant records relating to electronic voting will remain in our safe custody until the Chairman considers, approves, signs the minutes and thereafter the same will be handed over to the Company Secretary of the Transferor Company for safe keeping.

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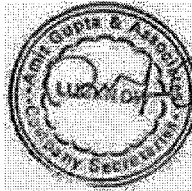
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19. The resolution may be considered as approved by the Public Equity Shareholders of the Transferor Company with the requisite majority. You may accordingly declare the result of voting by postal Ballot and E-voting.

Thanking you,
Yours faithfully,



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

CERTIFIED TRUE COPY

For SIVE... GAPS LIMITED


Kamal Samtani
Company Secretary

Place: Lucknow
Date: September 20, 2014