

Ref: SSL: Stock Exchange
Oct 17, 2017

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



**SIMBHAOLI
SUGARS**

Simbhaoli Sugars Limited

CIN-~~U~~15122UP2011PLC044210

(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

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E-mail : info@simbhaolisugars.com

www.simbhaolisugars.com

Ref: Scrip Code: NSE: SIMBHALS BSE: 539742

Sub: Submission of Minutes of the 6th Annual General Meeting

Dear Sir,

We are enclosing herewith scan copy of the Minutes of the 6th Annual General Meeting (AGM) of the members of the Company held on Monday, September 18, 2017 at the Registered Office of the Company at Simbhaoli-245 207, District Hapur, Uttar Pradesh.

Please note that in the Outcome of said AGM sent to stock exchanges on September 20, 2017, it was inadvertently written in item no. 4 as 'No', instead of 'Yes'. We wish to confirm that the said resolution at item No. 4 was passed with the requisite majority.

Kindly consider the same, while uploading the minutes, being forwarded vide this letter.

You are requested to kindly take the above information in your records.

Thanking You,
Yours faithfully,
For Simbhaoli Sugars Limited


Kamal Samtani
(Company Secretary)

**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

Simbhaoli Sugars Limited

MINUTES OF THE 6TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SIMBHAOLI SUGARS LIMITED (FORMERLY KNOWN AS SIMBHAOLI SPIRITS LIMITED) HELD ON MONDAY, SEPTEMBER 18, 2017, AT 10:00 A.M. AT REGISTERED OFFICE OF THE COMPANY AT SIMBHAOLI -245 207, DISTRICT HAPUR, UTTAR PRADESH

Members Present:

Mr. Kamal Samtani, Company Secretary of the Company submitted the attendance report of the members, present in the Meeting in person and through proxy. He stated that necessary quorum is present as per the record of attendance, with 34 members present in person and 11 members through their valid proxies at the Meeting. The quorum was present throughout the meeting.

Chairperson

Mr. Gurmit Singh Mann, Chairperson, occupied the Chair. He informed that Mr. Sanjay Tapriya, Mr. S K Ganguli, Justice C K Mahajan (Retd), Lt. Gen. D S Sidhu (Retd) and Mr. Sangeet Shukla, the directors have expressed their inability to attend the annual general meeting.

Directors Present:

1. Mr. Gurmit Singh Mann
2. Ms. Gursimran Kaur Mann
3. Mr. Gurpal Singh
4. Mr. B. K. Goswami, Chairperson, Audit Committee and Nomination and Remuneration Committee
5. Mr. Karan Singh

Invitees:

1. Mr. Dinesh Kumar Nigam, representing M/s Mittal Gupta and Company, Chartered Accountants, Statutory Auditors of the Company
2. Mr. Amit Gupta, representing M/s Amit Gupta & Associates, Secretarial Auditors of the Company
3. Mr. S N Misra, Chief Operating Officer of the Company
4. Mr. D C Popli, Chief Financial Officer of the Company

Proceedings

The 6th Annual General Meeting (AGM) of the members of the Company was convened and held at 10:00 am on Monday, September 18, 2017 at the Registered Office of the Company at the Officers' Club, Sugar Mill Complex, Simbhaoli-245 207, District Hapur, Uttar Pradesh.

CHAIRMAN'S
INITIALS




Simbhaoli Sugars Limited

The Meeting was attended by Mr. Gurmit Singh Mann, Chairperson, Mr. B K Goswami, Chairman, Audit Committee and Nomination and Remuneration Committee, Ms. Gursimran Kaur Mann, Mr. Gurpal Singh and Mr. Karan Singh, Directors of the Company.

Company Secretary requested the Chairperson to proceed with the business of the meeting as per Notice of AGM dated August 22, 2017.

He informed that the copies of annual report for the financial year ended on March 31, 2017 have been circulated and with the permission of members, the same was considered as read.

Company Secretary informed the members that in compliance with 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 business items to be transacted at the Annual General Meeting. The remote e-voting opened at 10:00 am on Thursday, September 14, 2017 and closed at 5:00 pm on Sunday, September 17, 2017.

He further informed that the details of e-voting including the 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 AGM. 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. With the permission of the Chairperson and after obtaining the consent of the Members of the Company, Mr. Ravi Shanker Kapoor (DP/CL Id - 12038000/00050251), a member present at the meeting and Ms. Harmeet Kaur (DP/CL Id - IN303028/53898092), a member and also acting as 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.

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 6th AGM of the Company. Upon the members completing their submission, the Chairman furnished requisite clarifications to all the relevant queries raised by the members.

MINUTE BOOK

Simbhaoli Sugars Limited

Thereafter, all the 14 (Fourteen) 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.

Ballot papers were distributed to the members/proxy present at the meeting. The business items as per Notice of AGM were transacted and resolutions were put to vote through Ballot.

The Company Secretary announced that the voting results shall be submitted to the Stock exchanges in the prescribed format and the said results along-with 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. Mr. Amit Gupta, Scrutinizer then conducted the poll and after closing the poll process at 11:00 hrs, took the custody of the ballot boxes.

The remote e voting results and Ballot boxes were unblocked on the NSDL E-voting platform by Mr. Amit Gupta, Secretarial Auditors in the presence of Mr. Ravi Shanker Kapoor and Ms. Harmeet Kaur.

The resolutions were put to the vote and their results of voting are as follows:

Ordinary businesses:

ITEM NO. 1

To receive, consider and adopt (a) the audited financial statements of the Company comprising of the balance sheet as on March 31, 2017 and the statement of profit and loss along with cash flow statement for the financial year ended on March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended on March 31, 2017 and the report of the Auditors thereon and, to consider and pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that, the audited financial statements of the Company comprising of the balance sheet as on March 31, 2017 and the statement of profit and loss along with cash flow statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon laid before the 6th Annual General Meeting

MINUTE BOOK

Simbhaoli Sugars Limited

of the members of the Company, be and are hereby received, considered and adopted."

"Resolved further that, the audited consolidated financial statements of the Company comprising of the balance sheet as on March 31, 2017 and the statement of profit and loss along with cash flow statement for the financial year ended on March 31, 2017, and the report of Auditors thereon laid before the 6th Annual General Meeting of the members of the Company, be and are hereby received, considered and adopted."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be deemed necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Voting Results

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Financial Statements of the Company for the year 2016-17 and the Reports of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18215790	0	0.00	0	0	0	0
	Poll		18215790	100.00	18215790	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		18215790	100.00	18215790	0	100.00	0.00
Public-Institutions	E-Voting	16144	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		16144	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting	19247086	29226	0.15	8577	20649	29.34	70.65
	Poll		4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		19247086	21.82	4180199	20649	99.51	0.49
Total	Total	37479020	22416638	59.81	22395989	20649	99.91	0.09
Whether resolution is Passed or Not.							Yes	

The resolution was passed with requisite majority.

ITEM NO. 2

To consider and approve the appointment of a director in place of Ms. Gursimran Kaur Mann who retires by rotation and being eligible has offered herself for re-appointment and to consider, and if thought fit, to pass, with or without modification (s), the following resolution, as an Ordinary Resolution:

"Resolved that, Ms. Gursimran Kaur Mann (DIN- 00642094) who retires by rotation under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and the Rules made thereunder read with the Articles of Association of the Company at the conclusion of 6th Annual General Meeting of the members of the Company, and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company, whose period of office shall be liable to retire by rotation."

"Resolved further that, the Board of Directors of the Company be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be deemed necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Voting Results

Resolution (2)								
Resolution required: (Ordinary / Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Appointment of a director in place of Ms. Gursimran Kaur Mann who retires by rotation and being eligible has offered herself for re-appointment			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0	0
	Poll	18215790	18215790	100.00	18215790	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	18215790	18215790	100.00	18215790	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0	0
	Poll	16144	0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	16144	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		29226	0.15	8460	20766	28.95	71.05
	Poll	19247086	4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA

	applicable)							
	Total	19247086	4200848	21.83	4180082	20766	99.51	0.49
Total	Total	37479020	22416638	59.81	22395872	20766	99.91	0.093
Whether resolution is Passed or Not.							Yes	

The resolution was passed with requisite majority.

ITEM NO. 3

To consider and approve the appointment of a director in place of Mr. Gurpal Singh who retires by rotation and being eligible has offered herself for re-appointment and to consider, and if thought fit, to pass, with or without modification (s), the following resolution, as an Ordinary Resolution:

"Resolved that, Mr. Gurpal Singh (DIN- 00064807), who was to retire by rotation under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and the Rules made thereunder read with the Articles of Association of the Company and since resolution number 2 as proposed at the 5th Annual General Meeting of the members of the Company stands rescinded as per the order dated 30.05.2017 of the Hon'ble National Company Law Tribunal, Allahabad (C.P No .77 of 2016) and as per terms of the settlement agreement dated 28.05.2017, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company, whose period of office shall be liable to retire by rotation."

"Resolved further that, the Board of Directors of the Company be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be deemed necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Voting Results

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of a director in place of Mr. Gurpal Singh who retires by rotation and being eligible has offered himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	E-Voting	18215790	0	0.00	0	0	0	0

MINUTE BOOK

Simbhaoli Sugars Limited

and Promoter Group	Poll		18215790	100.00	18215790	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	18215790	18215790	100.00	18215790	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0	0
	Poll	16144	0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	16144	0	0.00	0	0	0.0000	0.00
Public- Non Institutions	E-Voting		29226	0.15	8460	20766	28.95	71.05
	Poll	19247086	4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	19247086	4200848	21.83	4180082	20766	99.51	0.49
Total	Total	37479020	22416638	59.81	22395872	20766	99.91	0.09
Whether resolution is Passed or Not.							Yes	

The resolution was passed with requisite majority.

ITEM NO. 4

To consider and approve the ratification of the appointment of M/s Mittal Gupta and Company, Chartered Accountants as statutory auditors of the Company and fix their remuneration and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s Mittal Gupta and Company, Chartered Accountants (Registration No. 01874C) who were appointed at 4th Annual General Meeting to hold office until the conclusion of 9th Annual General Meeting, subject to annual ratification by members at subsequent Annual General Meeting and, who have confirmed their eligibility, in terms of the provisions of Section 141 of the Act, and Rule 4 of the Rules, be and is hereby ratified as Statutory Auditors of the Company for the Company's financial year 2017-18, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the members of the Company on such remuneration as may be fixed by the Board of Directors of the Company."

"Resolved further that, the Board of Directors of the Company be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be deemed necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Voting Results

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the appointment of M/s Mittal Gupta and Company, Chartered Accountants as statutory auditors of the Company and fix their remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0	0
	Poll		18215790	100.00	18215790	0	100.00	0.00
	Postal Ballot (if applicable)	18215790	NA	NA	NA	NA	NA	NA
	Total	18215790	18215790	100.00	18215790	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)	16144	NA	NA	NA	NA	NA	NA
	Total	16144	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		8577	0.04	8577	0	100.00	0.00
	Poll		4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)	19247086	NA	NA	NA	NA	NA	NA
	Total	19247086	4180199	21.72	4180199	0	100.00	0.00
Total	Total	37479020	22395989	59.76	22395989	0	100.00	0.00
Whether resolution is Passed or Not.								Yes

The resolution was passed with requisite majority.

Special Business:

ITEM NO. 5

To consider and approve the appointment of Ms. Gursimran Kaur Mann as the Managing Director and to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

The Board of Directors of the Company ('the Board') on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company, has appointed Ms. Gursimran Kaur Mann as the Managing Director of the Company for a period of three years, i.e. from August 2, 2017 to August 1, 2020 (both days inclusive) at the remuneration as set out in the resolution subject to the limits prescribed under the provisions of Schedule V Part II Section II to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals as may be required under law.

The following Resolutions were put to vote at the meeting:

"Resolved that, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members of the Company be and is Hereby accorded to the appointment of Ms. Gursimran Kaur Mann (DIN- 00642094) as the Managing Director of the Company for a period of Three (3) years with effect from August 2, 2017 till August 1, 2020 with a liberty to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) for validation of the terms and conditions as set out in the explanatory statement, subject to the restrictions, if any, contained under the applicable provisions of the Act or otherwise as may be applicable in law as follows:

Designation: Managing Director

Period: August 2, 2017 till August 1, 2020

- I. **Basic Salary:** ₹ 4,00,000 per month with an increase of 10% annually or with such higher increments as may be decided by the Board of Directors of the Company from time to time within the permissible limits under the provisions of the Act.
- II. **Family Allowance:** ₹ 2,00,000 per month with such increase as may be decided by the Board of Directors of the Company from time to time within the permissible limits under the provisions of the Act.
- III. **Perquisites:** In addition to the Basic Salary and Family Allowance, she shall also be entitled to the following perquisites and allowances as may be decided by the Board of Directors of the Company from time to time within the permissible limits under the provisions of the Act:
 - i. **Housing:**
 - a) Residential accommodation or House Rent Allowance to the extent of 60% of Basic Salary.
 - b) Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company.
 - c) The Company shall provide such furniture and furnishing as may be required by the Managing Director at her residence as per the rules of the Company.
 - ii. **Leave Travel Concession:** Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and her family during leave travel periods, wherever undertaken, whether in India or abroad as per the rules of the Company.

- iii. **Medical Reimbursement:** Reimbursement of actual medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for self and her family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for patient and one attendant will also be payable as per the rules of the Company.
- iv. **Club Memberships:** Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees as per the rules of the Company.
- v. **Entertainment Expenses:** Reimbursement of entertainment expenses incurred in the course of business as per the rules of the Company.
- vi. **Personal Accident Insurance:** Personal accident insurance policies in accordance with the Scheme applicable to senior grade employees as per the rules of the Company.

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at the cost on actual basis.

IV. Commission: Commission at the rate of 1% (one per cent) of the net profits of the Company for each financial year as may be computed, while approving the financial statements for the respective financial year by the Board and payable after adoption of the same at the Annual General Meeting of the members of the Company.

V. Others:

- i. **Contribution to Provident Fund:** Company's contribution to Provident Fund equivalent to 12% of Basic Salary or up to such amount as may be decided by the Board of Directors of the Company from time to time within the permissible limits under the law.
- ii. **Contribution to Superannuation Fund:** Company's contribution to Superannuation Fund equivalent to 5% of Basic Salary or up to such amount, as may be decided by the Board of Directors of the Company from time to time within the permissible limits under the law.
- iii. **Gratuity:** Gratuity at the rate of one month's basic salary for each completed year of service subject to the Company's rules in this regard.
- iv. **Leave Entitlement:** As per the rules of the Company. However, encashment of the un-availed leave may be allowed by the Board at the end of the tenure.
- v. **Conveyance:** Company's chauffeur driven car(s) for the business as per the rules of the Company.
- vi. **Communication Facilities:** The Company shall provide telephone, mobile handsets, telefax and other communication facilities to the Managing Director's at her residence as may be required for the Business of the Company.

- vii. Assistance: Managing Director may also be provided the assistance at her residence as may be required for the Business of the Company.

"Resolved further that, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the period of appointment, the Managing Director shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board of Directors to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Managing Director in such manner as may be permitted in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and the Managing Director."

"Resolved further that, the aforesaid appointment shall be subject to the following terms and conditions:

- i) Managing Director shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof;
- ii) The appointment may be terminated by either party giving the other party three months' notice or paying three months' salary in lieu thereof;
- iii) If at any time the Managing Director ceases to be a director of the Company for any reason whatsoever, she shall cease to be the Managing Director of the Company; and
- iv) The office of the Managing Director will be subject to retirement by rotation."

"Resolved further that, the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Ms. Mann in accordance with the provisions of the Act and rules made thereunder and to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Voting Results

Resolution (S)	
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Appointment of Ms. Gursimran Kaur Mann as the Managing Director and fixing her remuneration

MINUTE BOOK

Simbhaoli Sugars Limited

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18215790	0	0.00	0	0	0	0
	Poll		18215790	100.00	1821579	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		18215790	100.00	18215790	0	100.00	0.00
Public-Institutions	E-Voting	16144	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		16144	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting	19247086	29226	0.15	8460	20766	28.95	71.05
	Poll		4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		19247086	21.83	4180082	20766	99.51	0.49
Total	Total	37479020	22416638	59.81	22395872	20766	99.91	0.09
Whether resolution is Passed or Not.							Yes	

The resolution was passed with requisite majority.

ITEM NO. 6

To consider and approve the Appointment of Mr. Sachchida Nand Misra as the Chief Operating Officer and Whole Time Director and to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Board of Directors, have proposed to induct Mr. Sachchida Nand Misra as a director on the Board of the Company in respect of whom a notice in writing has been received from a member under the provisions of Section 160 (1) of the Companies Act, 2013 (herein after referred as 'the Act'), signifying his intention to propose him as a candidate for the office of director, whose period of office, if so approved, will be liable to retire by rotation. It is proposed to appoint him as a whole-time director, subject to approval of members, for the period of 3 (three) years commencing from September 18, 2017 to September 17, 2020, which shall be subject to review by the Board of Directors of the Company, once he attain the age of 60 years. The Board is of the opinion that the appointment of Mr. Misra as whole-time director will be in the best interest of the Company.

The following Resolutions were put to vote at the meeting:

"Resolved that, pursuant to the provisions of Section 160 of the Companies Act, 2013 and the Rules made there under read with the Articles of Association of the Company, Mr. Sachchida Nand Misra (DIN-06714324), in respect of whom a notice in writing has been received from a member, signifying his intention to propose him as a candidate for the office of director, be and is hereby appointed as a director on the Board of the Company, whose period of office shall be liable to retire by rotation."

"Resolved further that, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. S N Misra as the Whole Time Director of the Company with effect from 6th Annual General Meeting i.e. September 18, 2017 to September 17, 2020, with a liberty to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) of the Company to consider the continuation of the appointment, until he attain the age of 60 years, on the terms and conditions as set out in the explanatory statement, subject to the restrictions, if any, contained under the applicable provisions of the Act or otherwise as may be applicable in law as follows:

Designation: Chief Operating Officer

Period: From September 18, 2017 to September 17, 2020

- I. **Basic Salary:** ₹ 163,328 per month, with such increments as may be decided by the Board of Directors of the Company from time to time.
- II. Other emoluments, benefits and the perquisites as per service rules of the Company, as may be approved by the Board of Directors of the Company from time to time.

Apart from the above, he shall also be entitled to the following benefits, which shall not be included in computation of the aforesaid remuneration:

- i) Car facilities for the business of the Company. The type, make and model of the car shall be decided by the Board from time to time.
- ii) Reimbursement of travelling, boarding, lodging, hotel and other expenses incurred for the business of the Company as per the travelling policy of the Company.
- iii) Telephone/internet connection (s) to be used for the business of the Company.
- iv) Company's contribution to the provident fund, as per rules, presently to the extent of 12% of the Basic Salary.
- v) Gratuity payable at the rate not exceeding half a month's salary for each

completed year of service in the Company subject to the Company's rules in this regard.

"Resolved further that, the aforesaid appointment shall be subject to the following terms and conditions:

- i) Chief Operating Officer shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof;
- ii) The appointment may be terminated by either party giving the other party two months' notice or paying two months' salary in lieu thereof;
- iii) If at any time the Chief Operating Officer ceases to be a director of the Company for any reason whatsoever, he may continue to act as the Chief Operating Officer on such terms and conditions as may be decided by the Board of Directors of the Company; and
- iv) The office of the Chief Operating Officer will be subject to retirement by rotation."

"Resolved further that, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the period of appointment, the Whole Time Director shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board of Directors to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Whole Time Director in such manner as may be permitted in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and the Whole Time Director."

"Resolved further that, the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Misra in accordance with the provisions of the Act and rules made there under and to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Voting Results

Resolution (6)	
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

[Handwritten Signature]

[Handwritten Signature]

Simbhaoli Sugars Limited

Description of resolution considered				Appointment of Mr. Sachchida Nand Misra as the Chief Operating Officer and Whole Time Director and fixing his remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18215790	0	0.00	0	0	0	0
	Poll		18215790	100.00	18215790	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	18215790	18215790	100.00	18215790	0	100.00	0.00
Public-Institutions	E-Voting	16144	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	16144	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	19247086	29226	0.15	8577	20649	29.38	70.65
	Poll		4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	19247086	4200848	21.83	4180199	20649	99.51	0.49
Total	Total	37479020	22416638	59.81	22395989	20649	99.91	0.09
Whether resolution is Passed or Not.							Yes	

The resolution was passed with requisite majority.

ITEM NO. 7

To consider and approve the appointment of Mr. Karan Singh as Chief General Manager & the Whole Time Director and to consider, and if thought fit, to pass, with or without modification (s), the following resolution, as a Special Resolution:

The Board of Directors of the Company have inducted Mr. Karan Singh as an additional director on the Board of the Company in pursuance to the Articles of Association of the Company with effect from November 01, 2016 to hold office till the date of the forthcoming Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 (the Act) and Articles of Association of the Company. He was appointed as Whole Time Director with effect from March 22, 2017 till the date of this AGM, based on the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company.

The following Resolutions were put to vote at the meeting:

"Resolved that, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the

Simbhaoli Sugars Limited

consent of the members of the Company be and is hereby accorded to the appointment of Mr. Karan Singh (DIN 07648117), as the Whole Time Director of the Company with effect from March 22, 2017 to the date of this Annual General Meeting of the members of the Company i.e. September 18, 2017, with a liberty to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) of the Company and subject to the restrictions, if any, contained under the applicable provisions of the Act or otherwise as may be applicable in law as follows:

Designation: Chief General Manager

Period: From March 22, 2017 to September 18, 2017

- a) **Basic Salary:** ₹ 1,12,000 per month, with such increments as may be decided by the Board of Directors of the Company from time to time.
- b) Other emoluments, benefits and the perquisites as per service rules of the Company, as approved by the Board of Directors of the Company from time to time.

Apart from the above, he shall also be entitled to the following benefits, which shall not be included in computation of the aforesaid remuneration:

- i) Car facilities for the business of the Company. The type, make and model of the car shall be decided by the Board from time to time.
- ii) Reimbursement of travelling, boarding, lodging, hotel and other expenses incurred for the business of the Company as per the travelling policy of the Company.
- iii) Telephone/internet connection(s) to be used for the business of the Company.
- iv) Company's contribution to the provident fund, as per rules, presently to the extent of 12% of the Basic Salary.
- v) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service in the Company, subject to the Company's rules in this regard.

"Resolved further that, the aforesaid appointment shall be subject to the following terms and conditions:

- i) Chief General Manager shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof;
- ii) The appointment may be terminated by either party giving the other party two months' notice or paying two months' salary in lieu thereof;
- iii) If at any time the Chief General Manager ceases to be a director of the Company for any reason whatsoever, he shall continue to act as the Chief General Manager on such terms and conditions as may be decided by the Board of Directors of the Company; and

- iv) The office of the Chief General Manager will be subject to retirement by rotation."

"Resolved further that, the remuneration paid to Mr. Singh from the date of appointment as additional director i.e. November 01, 2016 till March 21, 2017 be and is hereby ratified as the salary paid to employee in the professional capacity by virtue of the terms of employment as the Chief General Manager of the Company."

"Resolved further that, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the period of appointment, the Whole Time Director shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board of Directors to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Whole Time Director in such manner as may be permitted in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and the Whole Time Director."

"Resolved further that, the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Singh in accordance with the provisions of the Act and rules made thereunder and to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Voting Results

Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Karan Singh as Chief General Manager & Whole Time Director and fixing his remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0	0
	Poll	18215790	18215790	100.00	18215790	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	18215790	18215790	100.00	18215790	0	100.00	0.00

Simbhaoli Sugars Limited

Public- Institutions	E-Voting	16144	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		16144	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	19247086	29226	0.15	8577	20649	29.35	70.65
	Poll		4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		19247086	4200848	21.83	4180199	20649	99.51
Total	Total	37479020	22416638	59.81	22395989	20649	99.91	0.09
Whether resolution is Passed or Not							Yes	

The resolution was passed with requisite majority.

ITEM NO. 8

To consider and approve the re-classification of certain specified promoters from promoters category to public category and to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

The existing promoters of the Company have reached to an amicable settlement for the management of the affairs of the Company vide Settlement Agreement dated May 28, 2017 (herein after referred as the 'Settlement Agreement'). Hence, as per the aforesaid settlement, the Company has received the request letters from Mr. Gurpal Singh, his relatives and jointly controlled entities forming part of the existing 'Promoter Group' of the Company in accordance with Regulation 2 (1)(zb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter individually & jointly referred to as the 'Outgoing Entities') for the re-classification of their status from 'Promoter and Promoter Group Category' to 'Public Category' of the shareholders of the Company in terms of Regulation 31A of the SEBI Listing Regulations.

Regulation 31A of the SEBI Listing Regulations empowers the Stock Exchanges to allow re-classification or modification of the existing status of individuals or entities from 'Promoter & Promoter Group Category' to 'Public Category' or vice-versa, subject to the fulfilment of the conditions as provided therein.

The following Resolutions were put to vote at the meeting:

"Resolved that, pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST Regulations), the Securities and Exchange

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Board of India (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations) and all other applicable regulations as framed by SEBI, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the provisions of the Companies Act, 2013 and rules made thereunder and the provisions as contained in the Articles of Association of the Company and the terms and conditions of the Settlement Agreement dated May 28, 2017 regarding the amicable settlement between the promoters of the Company, and in terms of order dated 30.05.2017 passed by the Hon'ble National Company Law Tribunal, Allahabad Bench in C.P. No. 77 of 2016 and all other applicable laws and subject to the necessary approvals from the SEBI, Stock Exchanges and other appropriate statutory /regulatory authorities, if required, the consent of the members of the Company be and is hereby accorded empowering the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) for the reclassification of the status of Mr. Gurpal Singh, Mrs. Jai Inder Kaur, Mr. Angad Singh, Mr. Govind Singh Sandhu ('Outgoing Individual Promoters') and M/s Pritam Singh Sandhu Associates Private Limited ('Outgoing Body Corporate Promoter') and all other individuals and entities identified as Promoter Group due to their relation/association with the Outgoing Individual Promoters/Outgoing Body Corporate Promoter and in accordance with Regulation 2(1)(zb) of the SEBI ICDR Regulations, if any, from the 'Promoter & Promoter Group Category' to the 'Public Category' of the Company."

"Resolved further that, the status of the aforesaid persons/entities ('Outgoing Individual Promoters and Outgoing Body Corporate Promoters') forming part of the 'Promoter and Promoter Group' of the Company and from whom the Company has already received the request for re-classification in writing be and are hereby re-classified from the 'Promoter & Promoter Group Category' to the 'Public Category' of the Company subject to the approval of the members of the Company and the necessary permission, consent, or sanction of all the concerned statutory/regulatory authorities, as may be applicable under the provisions of law."

"Resolved further that, on approval of the SEBI/ Stock Exchange(s) for the said re-classification, the Company shall effect such re-classification in the 'Statement of Shareholding Pattern' of the Company from immediate succeeding quarter under the provisions of Regulation 31 of the SEBI Listing Regulations and in compliance with SEBI SAST Regulations, SEBI PIT Regulations, and other laws as may be applicable to the Company."

"Resolved further that, the Board of the Company and such other persons as may be authorized by them, be and are hereby jointly and severally authorized to submit

the application for re-classification to the Stock Exchanges, where the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution and to do all such acts, deeds, matters and things as maybe necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company and all such decisions, as taken in the interest of all the stakeholders, shall be binding on the Company."

Voting Results

Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-classification of certain specified promoters from promoters category to public category				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0	0
	Poll	18215790	18215790	100.00	18215790	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	18215790	18215790	100.00	18215790	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0	0
	Poll	16144	0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	16144	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		29226	0.15	8405	20821	28.76	71.24
	Poll	19247086	4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	19247086	4200848	21.83	4180027	20821	99.50	0.50
Total	Total	37479020	22416638	59.81	22395817	20821	99.91	0.093
Whether resolution is Passed or Not.							Yes	

The resolution was passed with requisite majority.

ITEM NO. 9

To consider and approve the conversion of loan into share capital under the provisions of 62 of the Companies Act, 2013 and to consider, and if thought fit, to pass, with or without modification (s), the following resolution, as a Special Resolution:

The Erstwhile Simbhaoli Sugars Limited (ESSL) had been availing financial assistance, from the various lenders for the business requirements of the Company.

With the implementation of the Scheme of Amalgamation, all these loan liabilities have been transferred to the Company. The financials of the Company have been adversely affected on account of down cycle of the sugar industry and to achieve long term financial viability, a proposal for business restructuring and debt realignment of the Company have been under discussion with the lenders under the Corporate Debt Restructuring (CDR) and/or Joint Lender Forum (JLF) mechanism of the Reserve Bank of India and the terms are being agreed to with the lenders of the Company.

One of the conditions of CDR/JLF is to convert a part of Lenders' loans into the share capital in the event of default by the Company under the lenders' covenants. In such case the lenders may be entitled to exercise the option to convert the whole or part of their outstanding loan into the share capital of the Company at a mutually acceptable price to be determined in accordance with the applicable provisions under the Companies Act, 2013 (the Act) read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) as may be applicable at the time of such conversion.

The following Resolutions were put to vote at the meeting:

"Resolved that, pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (herein after referred as 'the Act') and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions contained in the Memorandum and Articles of Association of the Company, the Foreign Exchange Management Act, 1999, each amended from time to time and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India ('GOI'), the Reserve Bank of India ('RBI'), the Securities and Exchange Board of India ('SEBI') including but not limited to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and any other guidelines and clarifications as may be issued by other competent statutory/regulatory authorities, to the extent applicable including the Listing Agreements entered into by the Company with the Stock Exchanges, where the equity shares of the Company are listed ('Stock Exchanges') and subject to the permissions, consents, sanctions and approvals by any authority or institution, including but not limited to the lenders of the Company, as may be necessary, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its

powers including the powers conferred by this Resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, which may be mutually agreed to by the Company with its Banks, Financial Institutions, any other lenders (herein after collectively referred as 'the Lenders'), the consent of the members of the Company be and is hereby accorded that, in the event of any default made by the Company, as defined in the lending covenants in respect of the financial assistance provided by the Lenders under their respective loan documents, or as per terms of approval under the Corporate Debt Restructuring (CDR) and/or Joint Lender Forum (JLF), mechanism of the Reserve Bank of India as applicable to the Company; the lenders, at their option exercisable in the manner as described under the said covenants, may convert the outstanding facilities, in one or more tranches, into the shares in the share capital of the Company upon such terms and conditions as may be deemed appropriate by the lenders and the Company at mutually acceptable share pricing formula under the provisions of the Act, SEBI ICDR Regulations, SEBI Listing Regulations and/or other provisions of law as applicable to the Company."

"Resolved further that, on receipt of the notice of conversion, the Board be and is hereby authorised to discuss, negotiate, agree, issue and allot the requisite number of fully paid-up shares in the share capital of the Company and all the new shares to be issued and allotted in the manner aforesaid shall be subject to the provisions of the Act and with SEBI ICDR Regulations read with the provisions contained in the Memorandum and Articles of Association of the Company and the equity shares, if so allotted to the Lenders, pursuant to its exercising the rights of conversion, shall rank pari-passu in all respects with the then existing equity shares of the Company."

"Resolved further that, the Board of Directors of the Company be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Voting Results

Resolution (9)	
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Approval of conversion of loan into share capital under the provisions of 62 of the Companies Act, 2013

Simbhaoli Sugars Limited

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18215790	0	0.00	0	0	0	0
	Poll		18215790	100.00	18215790	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		18215790	18215790	100.00	18215790	0	100.00
Public-Institutions	E-Voting	16144	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		16144	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	19247086	29226	0.15	3417	25809	11.69	88.31
	Poll		4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		19247086	4200848	21.83	4175039	25809	99.39
Total	Total	37479020	22416638	59.81	22390829	25809	99.88	0.16
Whether resolution is Passed or Not.							Yes	

The resolution was passed with requisite majority.

ITEM NO. 10

To consider and approve empowering the Board for conversion of unsecured loan into share capital and to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

The issue and allotment of 50,00,000 fully convertible Warrants including resultant equity shares arising out of exercise of option attached to Warrants to the Proposed Allottees has been approved by the Board of the Company, subject to the approval of Members of the Company and other necessary approval(s). As per the terms and conditions of the proposed issue, and as per CDR/JLF directives, the proposed allottees have infused funds in the nature of un-secured loans.

Mr. Kamal Samtani, Company Secretary of the Company apprised the members that for the proposed allotment of warrants, ₹ 789.92 Lakhs has already been infused by the allottees in the form of Unsecured Loans. The promoters have already agreed to infuse the funds for the balance portion in a time bound manner, during the currency/tenure of the warrants, on or before the conversion into the share capital of the Company. The lenders have also accorded their consent for the conversion of unsecured loan into warrants/equity under the relevant provisions of the applicable laws as prescribed in the Companies Act, 2013 read with SEBI (ICDR) Regulations and other directions as may be imposed by the statutory/regulatory authorities.

The following Resolutions were put to vote at the meeting:

"Resolved that, pursuant to provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (herein after referred as 'the Act'), read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being, in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions for preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ('SEBI ICDR Regulations'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory/regulatory authorities, SEBI, Stock Exchange(s), institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board', which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to the Board for conversion of unsecured loan along with interest arrears amounting to ₹ 789.92 lacs in aggregate into 50,00,000 (Fifty Lacs) warrants on preferential basis ('Warrants') convertible into equivalent number of equity shares of the Face Value of Rs.10/- each, at any time within and up to 18 months from the date of allotment of warrants, to following person(s) belonging to the Promoter and Promoter group of the Company (Proposed Allottee(s)) on preferential basis at an issue price of ₹ 32.10 (including premium of ₹ 22.10 each) as determined/ calculated in accordance with the SEBI ICDR Regulations and on such terms and conditions as has been decided by the Board including the terms of issue and to accept any modifications as SEBI, Stock Exchanges or such other appropriate authorities may impose at the time of approvals and as agreed to by the Board without being required to seek any further consent or approval in the general meeting from the members of the Company as follows:

S. No	Name of the proposed Warrant Allottee(s)	No. of Warrants proposed to be issued	Category
1	Mr. Gurmit Singh Mann	10,00,000	Promoter
2	Ms. Gursinran Kaur Mann	40,00,000	Promoter
	Total	50,00,000	

"Resolved further that, the aforesaid issue of the Warrants shall be governed with the terms and conditions as follows:

- i. The 'Relevant Date' in relation to this preferential issue of Warrants as per the provisions of SEBI ICDR Regulations, has been fixed as Friday, August 18, 2017, being the date 30 days prior to the date of passing of this Resolution in the Annual General Meeting of the members of the Company.
- ii. The Warrants shall be issued and allotted by the Company only in dematerialized form.
- iii. The tenure of Warrants shall not exceed eighteen (18) months from the date of allotment.
- iv. The Warrant Holders shall be entitled to convert any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be converted along with the aggregate amount thereon, without any further approval from the members prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of shares to the Warrant Holders.
- v. If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for equity shares of the Company along with the rights attached thereto shall expire and the Warrant subscription amount on such Warrants shall stand forfeited.
- vi. Upon exercise by Warrant Holders of the option to convert the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to the Warrant Holders, evidence of the credit of the Equity Shares to the depository account of Warrant Holders and entering the name of Warrant Holders in the Register of Members of the Company as the registered owner of such Equity Shares in the records of the Company.
- vii. The Warrants by itself until the conversion into equity shares, does not give to the Warrant Holders any voting rights including the rights to dividend with respect to that of the members of the Company.
- viii. The pre-preferential allotment shareholding of the Proposed Allottees, the aforesaid Warrants allotted in terms of this Resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in requirements under the provisions of Chapter VII of the SEBI ICDR Regulations.

"Resolved further that, the equity shares allotted on exercise of warrants in terms of this resolution shall rank pari-passu in all respects (including as to entitlement to voting powers and dividend) with the then existing fully paid-up equity shares in the share capital of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company."

"Resolved further that, all or any of the powers conferred on the Company and the Board of Directors vide this resolution may be exercised by the Board or any other Committee thereof with power to delegate to the aforesaid authorities to any director/officer of the Company, for the purpose of giving effect to this resolution, may in its absolute discretion deem necessary, desirable or expedient, including the execution of the Listing Application to the Stock Exchange(s), filing of requisite forms with the Registrar of Companies, Ministry of Corporate Affairs and/or application with any other statutory/regulatory authorities and to settle any questions and difficulties that may arise in the proposed offer, issue and allotment of aforesaid securities, utilization of issue proceeds, signing of all such other deeds and documents as may be required and to do, perform and execute all such acts, deeds and things and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient and to do all such acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company or otherwise to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects and shall be binding on the Company."

Voting Results

Resolution (10)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Approval empowering the Board for conversion of unsecured loan into share capital			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18215790	0	0.00	0	0	0	0
	Poll		18215790	100.00	18215790	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		18215790	100.00	18215790	0	100.00	0.00
Public-Institutions	E-Voting	16144	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		16144	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting	19247086	29145	0.15	3219	25926	11.04	88.96
	Poll		4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		19247086	21.83	4174841	25926	99.38	0.62

MINUTE BOOK

Simbhaoli Sugars Limited

Total	Total	37479020	22416557	59.81	22390631	25926	99.88	0.16
Whether resolution is Passed or Not.							Yes	

The resolution was passed with requisite majority.

ITEM NO. 11

To consider and approve the mortgage and or charge upto an amount of ₹ 1600 crore under section 180(1)(a) of the Companies Act, 2013 and to consider, and if thought fit, to pass, with or without modification (s), the following resolution, as a Special Resolution:

As per the provisions of Section 180(1) (a) of the Companies Act, 2013, the Company is required to create the mortgage over its immovable properties by way of creation of charge, hypothecation, lien, pledge etc. for the purposes of securing the loan/credit facilities extended by all the lenders to secure their facilities granted to the Company. Further, upon occurrence of defaults under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights to sell/disposal thereof; creation of charges/as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company.

Therefore, in compliance with the provisions as applicable to the Company, it is required to authorise the Board of Directors of the Company to create mortgage/charges on immovable properties comprising of the land and other assets/undertakings of the Company to secure long term and short term borrowings upto a limit of ₹1600 crore at any point of time as may be determined by the Board in the best interest of the Company.

The following Resolutions were put to vote at the meeting:

"Resolved that, pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 (hereinafter referred as 'the Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions contained in the Memorandum and Articles of Association of the Company, and the terms and conditions as may be approved by the lenders of the Company under their respective letter of sanctions, Corporate Debt Restructuring (CDR) and/or Joint Lender Forum (JLF) framework of the Reserve Bank of India, and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded

CHAIRMAN'S
INITIALS

MINUTE BOOK

Simbhaoli Sugars Limited

to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) to mortgage and/or charge all or any part of the movable or immovable properties including the land in the name of the Company, wherever situated, both present and future, and/or whole or part of the undertaking(s) of the Company of every nature and kind whatsoever as rightfully owned and recorded in the books of accounts of the Company, in such manner as the Board of Directors may think fit together with power to take over the management of the business and concern of the Company in certain events, to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees (herein after collectively referred as 'the Lenders') to secure the amount(s) borrowed or to be borrowed by the Company from time to time for due repayment of the principal together with interest, compound/additional interest, commitment charge, costs, expenses and all other monies payable by the Company in respect of such borrowings upto an amount of ₹ 1600 crore as described in the explanatory statement of this Notice."

"Resolved further that, the consent of the members of the Company be and is hereby given for ratifying all such acts, deeds, matters and things as required and signed and executed all documents or writings as may be deemed necessary, proper or expedient and for matters concerned therewith or incidental thereto entered into by and for and on behalf of the Company after the implementation of the Scheme of Amalgamation of Erstwhile Simbhaoli Sugars Limited with the Company, pursuant to the Order passed by the Hon'ble High Court of Judicature at Allahabad."

"Resolved further that, the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do, perform and execute all such acts, deeds and things and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution."

Voting Results

Resolution (11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of mortgage and or charge upto an amount of Rs. 1600 crore under section 180(1)(a) of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled

MINUTE BOOK

Simbhaoli Sugars Limited

				shares				
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0	0
	Poll	18215790	18215790	100.00	18215790	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	18215790	18215790	100.00	18215790	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0	0
	Poll	16144	0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	16144	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting		29226	0.15	7460	21766	25.53	74.47
	Poll	19247086	4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	19247086	4200848	21.83	4179082	21766	99.48	0.51
Total		37479020	22416638	59.81	22394872	21766	99.90	0.09
Whether resolution is Passed or Not.							Yes	

The resolution was passed with requisite majority.

ITEM NO. 12

To consider and approve empowering the Board for the borrowings powers upto ₹ 1600 Crore under section 180(1)(c) of the Companies Act, 2013 and to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution

It is required to pass the resolutions under the provisions of Section 180(1)(c) of the Companies Act, 2013, regarding the borrowing powers, to authorize the Board of Directors of the Company to borrow monies, from time to time, for the business of the Company notwithstanding that the money to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, will exceed the aggregate of paid-up share capital of the Company and its free reserves provided that the total amount of monies borrowed at any time, shall not exceed ₹ 1600 crore in aggregate at any point of time as may be determined by the Board of Directors of the Company.

The following Resolutions were put to vote at the meeting:

"Resolved that, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (hereinafter referred as 'the Act') and the provisions in the Memorandum and Articles of Association of the Company, and subject to such other provisions as may be applicable from time to time, the consent of the members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the

MINUTE BOOK

Simbhaoli Sugars Limited

'Board', which term shall be deemed to include any Committee, which the Board may constitute to exercise its powers including the powers conferred by this resolution) to borrow money, from time to time at its discretion from any one or more persons, firms, bodies corporate, bankers, financial institutions, non-banking finance companies, (herein after collectively referred as 'the Lenders') or from others by way of advances, deposits, debentures, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts, and advances as may be considered appropriate by the Board in the best interest of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid-up share capital of the Company and its free reserves i.e., reserves not set apart for any specific purpose, from time to time; provided that the total amount up to which monies may be borrowed by the Company shall not exceed ₹ 1600 crore (Rupees One Thousand Six Hundred Crore only) in aggregate at any point of time as may be determined by the Board of Directors of the Company."

"Resolved further that, the consent of the members of the Company be and is hereby given for ratifying all such acts, deeds, matters and things as required and signed and executed all documents or writings as may be deemed necessary, proper or expedient and for matters concerned therewith or incidental thereto entered into by and for and on behalf of the Company after the implementation of the Scheme of Amalgamation of Erstwhile Simbhaoli Sugars Limited with the Company pursuant to the Order passed by the Hon'ble High Court of Judicature at Allahabad."

"Resolved further that, the Board of Directors of the Company be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be deemed necessary, proper or expedient for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Voting Results

Resolution (12)	
Resolution required: (Ordinary/Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Approval empowering the Board for the borrowings powers upto Rs. 1600 Crore under section 180(1)(c) of the Companies Act, 2013

Simbhaoli Sugars Limited

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18215790	0	0.00	0	0	0	0
	Poll		18215790	100.00	18215790	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		18215790	100.00	18215790	0	100.00	0.00
Public-Institutions	E-Voting	16144	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		16144	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting	19247086	29226	0.15	7460	21766	25.53	74.47
	Poll		4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		19247086	21.83	4179082	21766	99.48	0.52
Total		37479020	22416638	59.8112	22394872	21766	99.9029	0.0971
Whether resolution is Pass Passed or Not.							Yes	

The resolution was passed with requisite majority.

ITEM NO. 13

To consider and approve the limits for investments upto ₹ 500 crore under section 186 of the Companies Act, 2013 and to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

The consent of the members of the Company is being sought by way of an enabling resolution for an amount not exceeding ₹ 500 crore (Rupees Five Hundred Crore only), outstanding at any point of time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under the provisions of Section 186 of the Companies Act, 2013 and rules made there under.

The following Resolutions were put to vote at the meeting:

"Resolved that, pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made there under, including any statutory modification(s) thereof for the time being in force and as may be enacted from time to time, and the provisions contained in the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to (i) give

Simbhaoli Sugars Limited

any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of Company's paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher, as the Board of Directors may think fit, provided that the total loans or investments made, guarantee given, and securities provided shall not at any time exceed ₹ 500 crore (Rupees Five Hundred Crore only), over and above the paid up share capital of the Company and its free reserves, notwithstanding that the aggregate of the investments so far made together with the investments to be made will exceed the limits as prescribed under the provisions of section 186 of the Act as applicable to the Company."

"Resolved further that, the consent of the members of the Company be and is hereby given for ratifying all such acts, deeds, matters and things as required and signed and executed all documents or writings as may be deemed necessary, proper or expedient and for matters concerned therewith or incidental thereto entered into by and for and on behalf of the Company after the implementation of the Scheme of Amalgamation of Erstwhile Simbhaoli Sugars Limited with the Company pursuant to the Order passed by the Hon'ble High Court of Judicature at Allahabad."

"Resolved further that, the Board of Directors of the Company be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Voting Results

Resolution (13)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of the limits for investments upto Rs. 500 crore under section 186 of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18215790	0	0.00	0	0	0	0
	Poll		18215790	100.00	18215790	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		18215790	100.00	18215790	0	100.00	0.00

Simbhaoli Sugars Limited

Public- Institutions	E-Voting	16144	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	19247086	29226	0.15	8577	20649	29.35	70.65
	Poll		4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		19247086	4200848	21.83	4180199	20649	99.51
Total			37479020	22416638	59.81	22395989	20649	99.91
								0.09
Whether resolution is Passed for Not.							Yes	

The resolution was passed with requisite majority.

ITEM NO. 14

To consider and approve the remuneration to be paid to Mr. Satnam Singh Saggu as the cost auditor and to consider, and if thought fit, to pass, with or without modification (s), the following resolution, as an Ordinary Resolution:

The Board of Directors, had approved the appointment of M/s. Satnam Singh Saggu, Cost Auditor (Membership No.10555), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending March 31, 2017, at a remuneration of ₹ 1,98,000 (Rupees One Lac Ninety Eight Thousand only) excluding service tax plus reimbursement of out of pocket expenses at actuals, if any, in connection with the audit.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditor is required to be approved by the members of the Company.

The following Resolutions were put to vote at the meeting:

"Resolved that, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members of the Company, be and is hereby accorded for the payment of remuneration of ₹ 1,98,000 plus other out of pocket expenses to be incurred on the concerned assignment for the financial year 2016-17, as may be considered appropriate and approved by the Board, to Mr. Satnam Singh Saggu, Cost Accountant (Membership Number 10555), who has been re-appointed as the Cost Auditors for audit of the cost accounting records of the Company."

"Resolved further that, the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds and things and to settle

Simbhaoli Sugars Limited

any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

Voting Results

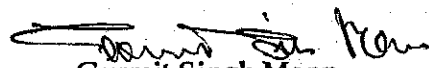
Resolution (14)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of the remuneration to be paid to Mr. Satnam Singh Saggu as the cost auditor				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18215790	0	0.00	0	0	0	0
	Poll		18215790	100.00	18215790	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		18215790	100.00	18215790	0	100.00	0.00
Public-Institutions	E-Voting	16144	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		16144	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting	19247086	33736	0.18	12970	20766	38.45	61.55
	Poll		4171622	21.67	4171622	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		19247086	21.85	4184592	20766	99.51	0.49
Total	Total	37479020	22421148	59.82	22400382	20766	99.91	0.093
Whether resolution is Passed or Not.							Yes	

The resolution was passed with requisite majority.

Vote of thanks

On completion of all the proceedings, the meeting terminated at 11:00 am with a vote of thanks to the chair.

Date: Oct 16, 2017
Place: NOIDA


Gurmit Singh Mann
CHAIRPERSON