

Ref: SSL: Stock Exchange
August 25, 2017



SIMBHAOLI SUGARS

Simbhaoli Sugars Limited

CIN-L15122UP2011PLC044210
(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

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Bombay Stock Exchange Limited

PhirozeJeejeebhoy Towers

Dalal Street, Fort

Mumbai

Fax No. 022-22723121/2037/2041

The National Stock Exchange of India Limited

Exchange Plaza, Bandra -Kurla Complex,

Mumbai- 400051

Fax No. 022-26598237/38

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

Sub: 6th Annual General Meeting of the Members of the Company

Dear Sir,

The 6th Annual General Meeting (AGM) of the members of the Company for the financial year 2016-17 is scheduled to be held at 10.00 A.M. on Monday, September 18, 2017 at the Registered Office of the Company at Simbhaoli-245 207, District Hapur, Uttar Pradesh.

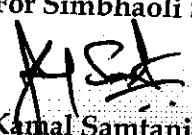
We are enclosing herewith the copy of the Notice of 6th AGM along-with copy of the newspaper advertisement published in Business Standard English and Hindi in today's editions regarding the disclosures under the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

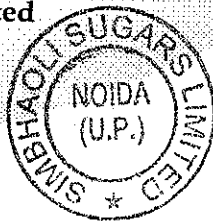
You are requested to take the above on record.

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*

(Registered Office: Simbhaoli - 245 207, District Hapur, Uttar Pradesh)

(CIN: L15122UP2011PLC044210)

Email: kamal@simbhaolisugars.com;

Website: www.simbhaolisugars.com; Phone: 0120-4806666, Fax: 0120-2427166

**Name changed from M/s Simbhaoli Spirits Limited to M/s Simbhaoli Sugars Limited in pursuance to Scheme of Amalgamation, sanctioned by the Hon'ble High Court of Judicature at Allahabad*

NOTICE

Notice is hereby given that the 6th Annual General Meeting (AGM) of the members of Simbhaoli Sugars Limited will be 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, to transact the following businesses:

ORDINARY BUSINESSES

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 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."

2. **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."

3. **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."

4. **To consider, and if thought fit, 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 to continue to be the 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."

SPECIAL BUSINESSES:

5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution

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

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution

"Resolved that, pursuant to the provisions of Section 160 of the Companies Act, 2013 and the Rules made thereunder 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, for the variation 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: Chief Operating Officer

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

- I. **Basic Salary:** ₹1,63,328 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 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."

7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution

"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 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 for variation of the terms and conditions 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."

8. To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution

"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 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 shareholders 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 shareholders 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 may be

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."

9. To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution

"Resolved that, pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and the rules framed thereunder (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 (hereinafter 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."

10. To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution

"Resolved that, pursuant to the provisions of Sections 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter 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 of 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 term 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 ₹ 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. Gursimran 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:

- 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.
- The Warrants shall be issued and allotted by the Company only in dematerialized form.
- The tenure of Warrants shall not exceed eighteen (18) months from the date of allotment.
- 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.
- 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.
- 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.
- 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.
- 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."

11. To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution

"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 thereunder (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 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 (hereinafter 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."

12. To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution

"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 '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, (hereinafter 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."

13. To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution

"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 thereunder, 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 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."

14. To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution

"Resolved that, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 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 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 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."

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting (AGM) of the members of the Company is annexed hereto.
2. Route map of the venue of the meeting is given below forming part of this Notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF. A Proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. A person shall not act as a Proxy for more than 50 members and hold in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person. Form No. MGT 11 is annexed herewith.
4. Every member entitled to vote at the AGM of the Company can inspect the proxies lodged at the Company at any time during the business hours within a period beginning twenty four hours before the time fixed for the commencement of the AGM and ending at the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be provided to the Company.
5. Members are requested to hand over the signed Attendance Slip for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
6. Proxies submitted on behalf of Corporate, Societies, etc. must be supported by an appropriate resolution/authorisation, as applicable, to attend and vote at the AGM.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 12, 2017 to Monday, September 18, 2017 (both days inclusive).
8. Members holding shares in electronic form are, therefore requested to submit the Permanent Account Number to their Depository Participants with whom they are maintaining their demat accounts.
9. Electronic copy of the Annual Report along-with the process of e-voting and the Attendance slip and Proxy form is being sent to the members, whose e-mail addresses as registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent in the permitted mode.
10. Relevant documents referred to in this Notice are available for inspection at the Registered Office of the Company during business hours from 10:00 am to 5:30 pm on any working day up to one day prior to the date of the AGM and will also be available at the meeting venue on the date of meeting.
11. **Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode. The Ministry of Corporate Affairs, vide its Circular No.18/2011 dated 29th April, 2011, clarify that as a measure of "Green initiative in Corporate Governance" it will be in compliance, if the Annual Report (i.e. documents listed inspection 219(1) of the Companies Act, 1956) is sent through e-mail, to support this green initiative, members holding shares in demat form are requested to provide their e-mail ID to the depository through their concerned depository participant and members holding shares in physical form are requested to provide e-mail ID to the Company's RTA, M/s Mas Services Limited by filling the form available on the Company's website and also update the e-mail address as and when there is any change.**
12. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the prescribed form and send the same to the Company.
13. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company. Further, in accordance with the requirement of Regulation 34(3) and Schedule V Part F of SEBI Listing Regulations. Further, the Company has initiated the process for transfer of undelivered physical share certificate into the suspense account in dematerialized mode.
14. The e-voting shall remain open from 10:00 am on Thursday, September 14, 2017 upto 5:00 pm on Sunday, September 17, 2017. The instructions for members for voting electronically are as under:
 - I. **In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
 - a. Open e-mail and open PDF file viz."Simbhaoli Sugars Ltd.-remote e-Voting.pdf" with your client ID or Folio No. as password. The said file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL:

<https://www.evoting.nsdl.com/>.

- c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (a) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVSN" of "**Simbhaoli Sugars Ltd.**".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to amitguptacs@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. **In case of Members receiving Physical copy of Notice of the Meeting (for members whose email addresses are not registered with the Company/Depository Participants(s) or requesting physical copy)**
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
 - III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 11, 2017.
 - VII. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 11, 2017, will be provided the notice through mail or by post after the cut-off date. Such members may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or sm@masserv.com, RTA, MASS services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset

your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- VIII. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper.
- X. The Company has appointed Mr. Amit Gupta, (Practicing Company Secretary No. FCS-5478) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.simbhaolisugars.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

**By Order of the Board of Directors
of Simbhaoli Sugars Limited**

Date : August 22, 2017
Place : New Delhi

**Kamal Samtani
Company Secretary
Membership No. FCS-5140**

**STATEMENT OF MATERIAL FACTS ANNEXED TO THE
NOTICE AS REQUIRED UNDER SECTION 102 (1) OF THE
COMPANIES ACT, 2013 ('THE ACT')**

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 5

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.

Ms. Gursimran Kaur Mann has been playing a key role in the areas of operations, production, finance, marketing, commercial, trading, legal and sales functions along with looking after the Company's joint venture businesses. Earlier, she was appointed as the Managing Director at the 76th Annual General Meeting of the members of Erstwhile Simbhaoli Sugars Limited. After amalgamation, it is suggested to appoint her as the Managing Director (in amalgamated entity) to encourage and promote her best efforts in the efficient and prudent corporate management, in providing solutions of various business-related issues and to take steps to minimize the risks associated with the business of the Company. Her Profile in brief is given below:

Ms. Mann is a graduate in Economics and Political science from Bryn Mawr College, USA and has done MBA from London Business School. She has previously interned at Nestle India, Cargill Geneva, and ED&F Man Brazil. She joined Simbhaoli Group in 2005 and played a key role in introducing international business and trading operations at the Company. Ms. Mann has been the youngest member of the Indian Sugar Mills Association (ISMA) and serves on committees for all the major national commodity exchanges, the Indian Sugar Export Corporation (ISEC) and the Confederation of Indian Industry (CII).

As per the proposed reframing of the management structure, Ms. Gursimran Kaur Mann as Managing Director of the Company is proposed to be vested with all the key responsibilities of management and shall work under the guidance of the Board of Directors of the Company. She is holding 13,86,672 Equity Shares in the Share Capital of the Company.

At present, the Company has been facing financial difficulties for payment of cane dues in time, which has affected the capacity of the mills to crush sugar cane and less quantity of sugar/molasses is expected to be produced. The accumulation of cane price arrears has resulted in higher repayment burden and overall cash flow during next crushing season might get affected adversely.

Although, the Company has well-structured operating units, good quality products and a reliable work force; yet on account of vagaries of the sugar industry, its high fixed cost structure, low back up from the by-products and efficiency levels, the Company is passing through a phase characterized by lack of liquidity. A mix of factors, such as higher recoveries, government's mandatory export quota, successful ethanol blending programme and low sugar production forecast for the next season are indicating towards good business prospects of the sugar industry. Considering the aforesaid facts, and also to organize the businesses of the Company in the manner, the Company is expected to come out from its current problems.

In the event during the tenure of Ms. Gursimran Kaur Mann, the Company has no profits or its profits are inadequate, the remuneration payable would require approval of the members by way of a Special Resolution. Hence, it is proposed to appoint 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 a 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.

The additional information required to be disclosed pursuant to schedule V Part II Section II to the Companies Act, 2013 is annexed to this Notice as **Annexure-A**. The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed to this Notice as **Annexure-B**.

On appointment, Ms. Gursimran Kaur Mann as Managing Director, shall report to the Chairman of the Company and her role shall include supervision and regulation of the commercial, financial and legal functions of the Company, including implementation and review of the commercial reports, plan and execute long-term and short term earnings deriving strategies, setting and implementing commercial planning of the production based on inputs from operations, budget and gap forecasting analysis and operating plans of the manufacturing units of the Company, supervision and regulation of their operations, setting out the production efficiencies as per the business plans, review production and operating reports, resolve the operational, manufacturing and other related issues to achieve planned cost, quality, and delivery commitments to achieve financial plans with regards to revenue, cost control, profit and debtors management and to carry out any other function as may be assigned by the Board of directors or Chairman of the Company from time to time.

The Managing Director shall implement the functions assigned by the Board from time to time, including but not limited to making recommendations to the Board with respect to the investments/disinvestments decisions, senior level appointments, retrenchments and increments, collaborations/joint ventures/further capital issues, borrowings, appointment of internal auditors/statutory auditors/other intermediaries as may be required under laws as applicable to the Company and to take all extraordinary decisions and undertake activities, which are necessary to run the day to day operations of the Company and to carry out other supervisory and regulatory functions, including delegation/assignment of duties in the manner as may be required from time to time.

The Board, accordingly, recommends the resolution set out under item number 5 for approval of the members of the Company as a Special Resolution.

None of the promoters, directors, key managerial personnel or their relatives, except Mr. Gurmit Singh Mann and Ms. Gursimran Kaur Mann, their relatives and their jointly controlled entities are concerned or interested, financially or otherwise, in passing of the aforesaid resolution except to the extent of their shareholding as the members of the Company.

Item No. 6

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 (hereinafter 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 attains 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 Board of Directors of the Company may increase the remuneration as it may deem fit within the permissible limits as prescribed under the provisions of the Act, and rules made thereunder. His appointment shall be as per such terms and conditions and at such remuneration as enumerated in the resolution passed by the members in the Annual General Meeting.

The brief profile, roles and responsibilities of Mr. Misra are as follows:

Mr. Sachchida Nand Misra, aged 58 years, is B.Sc from Gorakhpur University, A.N.S.I. from National Sugar Institute, Kanpur. He worked in Simbhaoli Sugars Limited (SSL) for about 22 years and has left the Company as GM (Unit Head), and joined as Vice President (Project) at Bajaj Hindustan Ltd. Then, he joined as Executive President as group sugar technologist cum Unit head in Balrampur Chini Mill Group. He re-joined Erstwhile Simbhaoli Sugars Limited in 2013 as the Chief Operating Officer of the Company.

Presently, he is responsible for the implementation and achieving business plan directives, implementation of policy matters, boundary management, charting growth plans and to implement the decisions taken and apprising the Company's management on the operational and technical working of group companies from time to time, increasing production, assets capacity and flexibility, while minimizing unnecessary costs and maintaining current quality standards. He is holding 1,521 equity shares in the share capital of the Company. He is not related to the promoters, directors or key managerial personnel of the Company.

Hence, the resolution is proposed as a special resolution and the required additional information pursuant to schedule V Part II Section II of the Companies Act, 2013 and other details regarding, nature of his expertise in specific functional areas and names of companies in which he holds directorships and member/chairmanships of Board Committees, shareholding and relationships between directors is annexed to this Notice as Annexure-A. The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed to this Notice as **Annexure-B**.

This resolution was presented before the members in the 5th Annual General Meeting, but could not be passed with requisite majority, therefore, the Board, after considering the requirements for carrying on the business affairs of the Company, place the resolution, with modification for approval of the members of the Company.

The Board, accordingly, recommends the resolution set out under item number 6 for approval of the members of the Company as a Special Resolution.

None of the Promoters, Directors, Key Managerial personnel or their relatives, except Mr. Sachchida Nand Misra, is concerned or interested, financially or otherwise, in passing of the aforesaid Resolution except to the extent of his shareholding as a member of the Company.

Item No. 7

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 brief profile, roles and responsibilities of Mr. Singh are as follows:

Mr. Karan Singh, aged about 62 years, is M Sc (Agriculture), Plant Pathology, with above 38 years of experience in cane development, cane marketing and other work at senior positions and as HOD in leading Private Sugar factories vz Captainganj

(Deoria), Durala and Mawana (Meerut). He has worked as Unit Head with Saraya Sugar Mills, Sardar Nagar, Gorakhpur. He has headed for 3 years the Cane Department of UP State Sugar Corporation and has taken care, direction monitoring and supervision of the working of Cane Department of all the 28 Units of Sugar Corporation.

Presently, he has been acting as the Chief General Manager of the Company and is responsible for the supervising the entire unit of workers to overseeing plant operations and ensuring that safety and quality control issues of the production are carried out perfectly by following industry standards, meeting statutory compliances and to implement the decisions taken and apprising the Company's management on the operational and technical working of the units from time to time.

He is not holding any share in the share capital of the Company. He is not related to the promoters, directors or key managerial personnel of the Company.

Hence, the Resolution is proposed as a Special Resolution and the required additional information pursuant to schedule V Part II Section II of the Companies Act, 2013 and other details regarding, nature of their expertise in specific functional areas and names of companies in which he hold directorships and member/chairmanships of Board Committees, shareholding and relationships between directors inter-se is annexed to this Notice as Annexure-A. The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed to this Notice **Annexure-B**.

The Board, accordingly, recommends the resolution set out under item number 7 for approval of the members of the Company as a Special Resolution.

None of the Promoters, Directors, Key Managerial personnel or their relatives, except Mr. Karan Singh, is concerned or interested, financially or otherwise, in passing of the aforesaid Resolution.

Item No. 8

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 (hereinafter referred as the 'Settlement Agreement'). The Hon'ble National Company Law Tribunal, Allahabad ('NCLT'), has accepted and taken on record the Settlement Agreement executed between the Company i.e. Simbhaoli Sugars Limited, Mr. Gurmit Singh Mann, Ms. Gursimran Kaur Mann, Dholadhar Investments Private Limited, Mr. Gurpal Singh, Mr. Govind Singh Sandhu, Ms. Jai Inder, Mr. Angad Singh, Mr. Nirvan Singh and Pritam Singh Sandhu Associates Private Limited. Consequent to this, the Company Petition No. 77/ 241-242/ ALD/ 2016 titled as 'Mr. Gurpal Singh & Ors. Versus Simbhaoli Sugars Limited & Ors' before the Hon'ble NCLT has been disposed off.

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. The particulars of the Outgoing Entities from whom the Company has received the request for re-classification, together with their shareholding is given below:

S. No	Name	DP-Client ID	No. of Equity Shares	Shareholding percentage
1	Mr. Gurpal Singh	IN30014210387895	2402770	6.41
2	M/s Pritam Singh Sandhu Associates Private Limited	IN30014210405472	2077735	5.54
3	Ms. Jai Inder Kaur	IN30290243041854	417356	1.11
4	Mr. Govind Singh Sandhu	IN30302865209145	733139	1.96
5	Mr. Angad Singh	IN30096610743108	9850	0.03
	Total		5640850	15.05%

The Board of Directors of the Company have considered and approved the request of the Outgoing Entities under the terms and conditions of the Settlement Agreement. The Board also noted that, at present none of the member of Outgoing Entities:

- have any direct or indirect control over the affairs of the Company;
- holds any key managerial position in the Company;
- have any representations on the Board of Directors in the Company except as may be agreed mutually among the promoters group in terms of Settlement Agreement;
- is engaged in any management or day to day affairs of the Company;
- have any influences on the decisions being taken by the Company;
- have any special rights through formal or informal arrangements for running the affairs of the Company.

The Board of Directors has accorded its approval to the said re-classification, subject to the approval of the members of the Company and necessary permission, consent or sanction to be taken from the concerned statutory/regulatory authorities. Post re-classification and post conversion of Warrants proposed to be allotted, as set out in Item No. 10 of this Notice, the remaining members of the existing 'Promoter and Promoter Group Category' of the Company will be as follows:

S. No	Name of Remaining Promoters	No. of Shares	Percentage Holding Post Reclassification	No of Warrants to be allotted	Post Allotment assuming conversion of warrants & post reclassification Promoter Holding [#]	%
1	M/s Dholadhar Investments Private Ltd	74,62,114	19.91	0	74,62,114	17.57
2	Mr. Gurmit Singh Mann	37,26,154	9.94	10,00,000	4,726,154	11.13
3	Ms. Gursimran Kaur Mann	13,86,672	3.7	40,00,000	5,386,672	12.68
		12,574,940	33.55	50,00,000	17,574,940	41.37

[#] The post shareholding pattern has been prepared presuming conversion of all the Warrants. It may vary depending upon any other corporate action in between.

The Company is required to disclose the shareholding pattern forming part of its 'Promoter & Promoter Group Category' and 'Public Category' under the provisions of the Companies Act, 2013, read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2009 (SEBI ICDR Regulations), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST Regulations), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations) and all other relevant applicable regulations as framed by SEBI in this regard.

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.

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the Company is in compliance with the minimum public shareholding requirements of at least 25% of the total share capital being held by the members from the 'Public Category' as on the date of issue of this Notice and the proposed re-classification will not result in any increase in the Public Shareholding beyond the threshold fixed under the provisions of said Rules.

After the proposed re-classification and post preferential allotment of the warrants to the existing promoters as per the Resolution proposed and set out under Item No. 10 of this Notice, the shareholding pattern will be as follows:

S. No	Category of Shareholder	Pre-Issue Equity Holding (As on June 30, 2017)		Post reclassification & prior to Warrants conversion		No of Warrants Allotted	#Post-conversion and post reclassification	
		No. of Shares	%	No. of Shares	%		No. of Shares	%
A	Promoters and Promoter Group							
1	(a) Indian Promoters	18215790	48.6	12574940	33.55	5000000	17574940	41.37
	(b) Foreign Promoters	0		0	0.00	0	0	0
	Sub Total	18215790	48.6	12574940	33.55	5000000	17574940	41.37
B	Non Promoter							
2	Institutional Investors	0	0	0	0.00	0	0	
	a) Mutual Funds/UTI	1755	0	1755	0.00	0	1755	0
	b) Financial Institutions/Banks	9388	0.03	9388	0.03	0	9388	0.02
	c) Insurance Companies/Govt Institutions	0	0	0	0.00	0	0	0
	d) Foreign Institutional Investors	1	0	1	0.00	0	1	0
	e) Qualified Foreign Investors	0	0	0	0.00	0	0	0
	f) Venture Capital Funds	0	0	0	0.00	0	0	0
	Sub Total	11144	0.03	11144	0.03	0	11144	0.03
	3. Others							
	a) Bodies Corporate	8087031	21.58	10164766	27.12	0	10164766	23.93
	b) Individual Holdings	10607452	28.3	14170567	37.81	0	14170567	33.36
	c) NBFCs registered with RBI	42000	0.11	42000	0.11	0	42000	0.1
	d) Foreign Companies	0	0	0	0.00	0	0	0
	e) Non-Resident Individuals	207611	0.55	207611	0.55	0	207611	0.49
	f) Clearing Member	307541	0.82	307541	0.82	0	307541	0.72
	g) Hindu Undivided Families	0	0	0	0.00	0	0	0
	h) Directors/Relatives/PAC	0	0	0	0.00	0	0	0
	i) Trust/Other	451	0	451	0.00	0	451	0
	Sub Total	19252086	51.37	24892936	66.42	0	24892936	58.6
	Total	37479020	100	37479020	100.00	5000000	42479020	100

The post reclassification shareholding pattern has been prepared presuming conversion of all the Warrants. It may vary depending upon any other corporate action in between.

The Board, accordingly, recommends the resolution set out under item number 8 for approval of the members of the Company as a Special Resolution.

Mr. Gurmit Singh Mann, Ms. Gursimran Kaur Mann, their relatives and their controlled entities, the existing promoters after re-classification, by virtue of the parties to the Settlement Agreement, may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at Item no. 8 of the Notice, since they are the exiting members of the 'Promoter and Promoter Group category' of the Company. Their respective shareholding in the Company has already been disclosed above.

None of the Promoters, Directors and Key Managerial Personnel of the Company and/or their relatives, subject to the above disclosures, except Mr. Gural Singh, Ms. Jai Inder Kaur, Mr. Govind Singh Sandhu, Mr. Angad Singh and their respective relatives are, in any way, concerned or interested, financially or otherwise, in passing of the aforesaid resolution.

Item No. 9

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.

Therefore, the proposed resolution is an enabling resolution under the provisions of the Section 62(3) and other applicable provisions of the Act, and the Board, accordingly recommends the resolution set out under item number 9 for the approval of the members as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in passing of the aforesaid resolution.

Item No. 10

The Company has submitted a proposal for financial restructuring under the Corporate Debt Restructuring (CDR) and/or Joint Lender Forum (JLF) framework of the Reserve Bank of India and obtained a provisional letter of approval dated February 29, 2016 from the CDR Cell, for the financial restructuring of the debts with respective lenders of the Company. Accordingly, the Company would be able to meet its financial obligations with the lenders under a restructured CDR/JLF package and can pay-off the liabilities over a period of time. The Board is confident that with improvement of the average sugar/ethanol realization in the current season, there is an improved outlook of the Uttar Pradesh sugar industry.

Additional measures are being taken towards financial correction of the Company and utilization of funds towards cane development/management, better sugar yields/recoveries and repayment/re-scheduling of long term loans with the fulfilment of the conditions under CDR/JLF directives. The overall productivity of the Company is also expected to improve, which will have a positive impact on the profitability in the coming sugar seasons.

Considering the financial position of the Company, and the difficulties being faced, infusion of fresh funds in a time bound manner was very critical for revival of the Company and with infusion of promoters' contribution and the implementation of CDR/JLF Scheme, the Company envisages coming out of the tight financial position. Therefore, as per the proposed restructuring the promoters have already infused substantial funds in the Company as per the terms under the CDR/JLF arrangement with the lenders, in the form of Unsecured Loans. The said promoters' contribution, alongwith the overdue interest arrears is now proposed to be converted into the equity share capital of the Company under to the provisions of Sections 42, 62 (1) (c) of Companies Act, 2013 (hereinafter referred 'the Act') by way of subscription of warrants convertible into the equity share capital of the Company within 18 months from the date of allotment in compliance of the terms and conditions contained in this Notice. Further, as per Regulation 73 of the SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009 (SEBI ICDR Regulations), the Company is required to make certain disclosures, which forms part of this Explanatory Statement to the Notice of Annual General Meeting of the members of the Company.

Details of the Issue

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 as follows:

(₹ in Lacs)

Name	Amount infused	Interest earned	Amount available for subscription
Mr. Gurmit Singh Mann	100.00	24.82	124.82
Ms. Gursimran Kaur Mann	650.00	15.10	665.10
Total	750.00	39.92	789.92

The relevant disclosures as required under Chapter VII of the SEBI ICDR Regulations are set out below:

1. Objects of the Preferential Issue

The proceeds of the preferential issue of Warrants have been used by the Company as long term resources for the payment of cane arrears and other minor working capital needs of the Company for its business purposes and general corporate purposes and for such other purposes as approved by the Board.

2. Proposal of the Directors / Promoters / Key Managerial Personnel of the Company to subscribe to the preferential issue

Mr. Gurmit Singh Mann and Ms. Gursimran Kaur Mann, the Directors and Promoters of the Company, intend to subscribe to the warrants by way of preferential issue.

No such Warrants are being offered to any other Directors, Key Managerial Personnel or relatives of the Directors or Key Managerial Personnel of the Company.

3. Relevant Date

The Relevant date for the purpose of this issue shall be Friday, August 18, 2017, being the date 30 days prior to the date of passing of the special resolution by the members of the Company to approve the proposed preferential issue, in accordance with the SEBI ICDR Regulations.

4. Basis or Justification of Price:

The issue price has been determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations as follows:

Since the Company is listed on both BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), the trading volume of securities of the Company on both the Stock Exchanges has been considered to determine the higher trading volume for computation of issue price. The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:

- the average of the weekly high and low of the volume weighted average prices of the equity shares quoted on a recognized Stock Exchange during the 26 weeks preceding the Relevant Date; or
- the average of the weekly high and low of the volume weighted average prices of the equity shares quoted on a recognized Stock Exchange during the 2 weeks preceding the Relevant Date.

The 'Recognized Stock Exchange' referred to above means any of the recognized Stock Exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26 weeks prior to the Relevant Date, which is the NSE.

The issue price has been computed at ₹ 31.98 per equity share as on Friday, August 18, 2017 being the relevant date, under the provisions of the SEBI ICDR Regulations. Accordingly, the Board of Directors of the Company has decided to issue warrants at ₹ 32.10 (inclusive of premium of ₹ 22.10) per equity share for conversion of warrants into the equity shares as per the terms of proposed issue.

5. Requirement as to re-computation of price and lock-in of specified securities

Since the equity shares of the Company have been listed

on the recognized Stock Exchanges for a period of more than 6 months prior to the Relevant Date, the Company is not required to re-compute the price of the equity shares and therefore, the Company is not required to submit the undertakings specified under Regulations 73(1)(f) and (g) of the SEBI ICDR Regulations.

6. Shareholding pattern of the Company before and after the proposed issue:

S. No	Category of Shareholder	Pre-Issue Equity Holding (As on June 30, 2017)		Post reclassification & prior to Warrants conversion		No of Warrants Allotted	#Post-conversion and post reclassification	
		No. of Shares	%	No. of Shares	%		No. of Shares	%
A	Promoters and Promoter Group							
1	(a) Indian Promoters	18215790	48.6	12574940	33.55	5000000	17574940	41.37
	(b) Foreign Promoters	0		0	0.00	0	0	0
	Sub Total	18215790	48.6	12574940	33.55	5000000	17574940	41.37
B	Non Promoter							
2	Institutional Investors	0	0	0	0.00	0	0	
	a) Mutual Funds/UTI	1755	0	1755	0.00	0	1755	0
	b) Financial Institutions/Banks	9388	0.03	9388	0.03	0	9388	0.02
	c) Insurance Companies/Govt Institutions	0	0	0	0.00	0	0	0
	d) Foreign Institutional Investors	1	0	1	0.00	0	1	0
	e) Qualified Foreign Investors	0	0	0	0.00	0	0	0
	f) Venture Capital Funds	0	0	0	0.00	0	0	0
	Sub Total	11144	0.03	11144	0.03	0	11144	0.03
	3. Others							
	a) Bodies Corporate	8087031	21.58	10164766	27.12	0	10164766	23.93
	b) Individual Holdings	10607452	28.3	14170567	37.81	0	14170567	33.36
	c) NBFCs registered with RBI	42000	0.11	42000	0.11	0	42000	0.1
	d) Foreign Companies	0	0	0	0.00	0	0	0
	e) Non-Resident Individuals	207611	0.55	207611	0.55	0	207611	0.49
	f) Clearing Member	307541	0.82	307541	0.82	0	307541	0.72
	g) Hindu Undivided Families	0	0	0	0.00	0	0	0
	h) Directors/Relatives/PAC	0	0	0	0.00	0	0	0
	i) Trust/Other	451	0	451	0.00	0	451	0
	Sub Total	19252086	51.37	24892936	66.42	0	24892936	58.6
	Total	37479020	100	37479020	100.00	5000000	42479020	100

#The post conversion shareholding pattern has been prepared presuming conversion of all the Warrants. It may vary depending upon any other corporate action in between.

*Company has also applied for reclassification of promoter group under regulation 31A SEBI Listing Regulations subject to the approval of the members of the Company as Special Resolution under Item No. 8 of this Notice consequent to which the post shareholding structure may be changed accordingly.

7. The time within which the preferential issue shall be completed

As required under the SEBI ICDR Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the special resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

8. Identity of the natural persons, who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue

Name of the allottee	Pre-Issue Equity Holding		No. of Warrants to be allotted	Post Issue Holding (After exercise of Warrants)		Identity of the natural persons (ultimate beneficial owners)
Mr. Gurmit Singh Mann	3,726,154	9.94%	10,00,000	4,726,154	11.13%	Self
Ms. Gusimran Kaur Mann	1,386,672	3.70%	40,00,000	5,386,672	12.68%	Self

assuming exercise of all the Warrants by the Proposed Allottees

There shall be no change in control of the Company, pursuant to the issue of Warrants. However, the shareholding will change in tandem with the allotment of equity shares.

(i) Auditor's Certificate

A copy of the certificate from M/s Mittal Gupta and Company, Chartered Accountants, the Statutory Auditors of the Company, certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations, shall be available for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 10.00 a.m. and 1.00 p.m. up to the date of declaration of results of Annual General Meeting of the Company i.e. **Wednesday, September 20, 2017.**

(ii) Lock-in Period

The Warrants allotted on preferential basis and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis shall be locked-in for a period of three years from the date of trading approval to be granted by the Stock Exchange(s) as provided in the SEBI ICDR Regulations. In addition, the entire pre-preferential allotment shareholding of the Proposed Allottees, shall

remain locked-in from the Relevant Date up to a period of six months from the date of trading approval to be granted by the Stock Exchange(s), as may be required under the SEBI ICDR Regulations.

Since, the Resolution proposed under item number 10 of this Notice may result in the issue of share warrants convertible into fresh equity shares of the promoters of the Company to the Company, consent of the members is being sought pursuant to the provisions of Section 62 (1) (c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the SEBI ICDR Regulations read with the SEBI Listing Regulations and the Listing Agreements executed by the Company with the stock exchanges, where the equity shares of the Company are listed.

The Resolution, if passed, will have the effect of allowing the Board to create, offer, issue and allot the Warrants subject to availability of regulatory, bankers and lenders approvals. The equity shares, so allotted, shall rank pari-passu in all respects, including the right to the voting rights and entitlement for dividend, with the then existing equity shares of the Company.

The Board, accordingly, recommends the resolution set out under item number 10 for the approval of the members as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives, except Mr. Gurmit Singh Mann and Ms. Gursimran Kaur Mann along with their relatives and their jointly controlled entities are, in any way, concerned or interested, financially or otherwise, in passing of the aforesaid resolution except to the extent of their shareholding as the members of the Company.

Item No. 11

The Company has been availing various financial assistance from various Lenders (hereinafter referred to as the "Lenders") as detailed in Annexure I of Master Restructuring Agreement dated December 24, 2012 executed between the Company and its Lenders. The Company, post amalgamation with Simbhaoli Spirits Ltd, has approached the Lenders for consideration of a financial restructuring Scheme under the provisions of Corporate Restructuring (CDR) / Joint Lender Forum (JLF) mechanism of Reserve Bank of India (RBI). The financials of the Company have been adversely affected on account of down cycle of the sugar industry and lenders have agreed to carry out a financial restructuring to achieve long term financial viability.

Accordingly, the Lenders have been considering restructuring its existing facilities as per the CDR/JLF Restructuring Scheme and provide/renew credit facilities subject to the compliance of various terms/conditions and creation of security. The Company's restructuring proposal is under consideration with the lenders under CDR/JLF mechanism of RBI.

In addition, pursuant to the Order of Hon'ble High Court of Judicature at Allahabad sanctioning the Scheme of Amalgamation between Erstwhile Simbhaoli Sugars Limited (Amalgamating Company) with Simbhaoli Spirits Limited (Amalgamated Company, name changed to Simbhaoli Sugars Limited) under the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956, all the immovable properties, assets and rights in the immovable properties of the Amalgamating Company and all documents of title, rights and easements in relation thereto have been transferred to and vested in the Amalgamated Company, as a going concern effective from the appointed date i.e. April 1, 2015, subject to all the encumbrances,

fixed and/or floating charges and/or rights given to the Lenders of the other divisions of Amalgamating Company, if any, affecting the same or any part thereof arising out of liabilities transferred to the Amalgamated Company. Accordingly, the Amalgamated Company will be required to replace the encumbrances, charge and/or rights on the immovable properties with equitable and corresponding encumbrance, charge and/or right over assets under the terms of fresh loan covenants entered into with the Lenders.

The details of the borrowings of the Company, as per the last audited balance sheet of the Company, as on March 31, 2017 after implementation of the Scheme of amalgamation and under consideration for restructuring are as follows:

(Amt in ₹ crore)

S. No	Bank Name	Total Outstanding
1	State Bank of India	201.69
2	Punjab National Bank	127.89
3	Bank of Baroda	60.2
4	EXIM Bank	12.05
5	ICICI Bank Ltd.	8.5
6	Oriental Bank of Commerce	117.64
7	Sugar Development Fund	37.37
8	Uttar Pradesh Co-operative Bank Ltd	137.02
9	District Co-operative Bank, Ghaziabad	49.28
10	Bank of India	243.31
11	UCO Bank	188.6
	Total	1183.55

Further, the Company is proposing fresh borrowings with the lenders for the working capital requirements in the form of cash credit, overdraft and other short term borrowings, which may also be secured by way of creation of mortgage/charges on the immovable properties of the Company.

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.

This resolution was presented before the members in the 5th Annual General Meeting, but could not be passed with requisite majority, therefore, the Board, after considering the requirements of meeting the Lenders covenants and carrying on the business affairs of the Company, place the resolution, with modification for approval of the members of the Company.

The Board, accordingly, recommends the resolution set out under item number 11 for the approval of the members as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in passing of the aforesaid resolution except to the extent of their shareholding as members of the Company.

Item No. 12

The Company has expanded its capacities during last one decade with the implementation of growth plan under the UP sugar incentive policy 2004-2008 (since withdrawn) in sugar, alcohol and power segments. In order to complete the means of finance, the Company has taken long and short term borrowings from the Banks/financial institutions (hereinafter collectively referred as 'the Lenders').

In this regard, 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.

A fresh resolution under the provisions of Section 180(1) (c) of the said Act in the amalgamated company after the implementation of the Scheme of Amalgamation empowering the Board of Directors of the Company is required to be passed by the members of the Company.

The respective resolution was not passed with requisite majority at the 5th Annual General Meeting of the members of the Company. Hence, the Board, after considering the requirements of running of the business affairs of the Company, in compliance with the Scheme of Amalgamation and lenders covenants, wish to place the resolution, with modification for approval of the members of the Company.

The Board, accordingly, recommends the resolution set out under item number 12 for the approval of the members of the Company as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are, in any way concerned or interested, financially or otherwise, in passing of the aforesaid resolution.

Item No. 13

The Erstwhile Simbhaoli Sugars Limited has hived off its business and it is required to obtain the consent of the members of the Company is required 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 thereunder.

Accordingly, 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 thereunder.

The respective resolution was not passed with requisite majority at the 5th Annual General Meeting of the members of the Company. Hence, the Board, after considering the requirements of running of the business affairs of the Company, in compliance with the Scheme of Amalgamation and lenders covenants, wish to place the resolution, with modification for approval of the members of the Company.

The Board, accordingly, recommends the resolution as set out under item number 13 for the approval of the members as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in passing of the aforesaid resolution except to the extent of their shareholding as members of the Company.

Item No. 14

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 ratified by the members of the Company.

Therefore, consent of the members is being sought for approving and ratification of appointment and the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017

The Board, accordingly, recommends the resolution set out under item number 14 is recommended for approval of the members of the Company as an Ordinary Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in passing of the resolution.

**By Order of the Board of Directors
of Simbhaoli Sugars Limited**

Date : August 22, 2017
Place : New Delhi

**Kamal Samtani
Company Secretary
Membership No. FCS-5140**

Annexure- A

Information under clause 1 (B) of Section II of Part II of the Schedule V to the Act and Details of Directors seeking appointment/ re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015)

S. No	General Information:	
1.	Nature of industry	Sugar Industry
2.	Date or expected date of commencement of commercial production	Not applicable. The Company's plants have been in operation nearly about 8 decades.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable.
4.	Financial performance based on given indicators	The Company is in losses since last 3 years.
5.	Foreign investments or collaborations, if any.	- The Company has made Foreign Investments only in Simbhaoli Global Commodities DMCC, Dubai, which is Wholly owned subsidiary. - Simbhaoli Power Private Limited is a 51% subsidiary, with a joint venture (JV) with Sindicatum Captive Energy Singapore Pte Limited (SCES). - Uniworld Sugars Private Limited is a joint venture company between Simbhaoli Sugars Limited and ED&F Man Sugar Ltd, England, UK, having a 1,000 tpd (300,000 mt per annum) capacity sugar refinery near Kandla Port, Gujarat. The share capital has been subscribed equally by the Company and ED & F Man, UK along with their affiliates.

II. Information about the appointee:

1.	Name of appointee	Ms. Gursimran Kaur Mann	Mr. Sachchida Nand Misra	Mr. Karan Singh
2.	Background details	The profile in brief containing background has been mentioned elsewhere in the Notice..	The profile in brief containing background has been mentioned elsewhere in the Notice.	The profile in brief containing background has been mentioned elsewhere in the Notice.
3.	Past remuneration	Not applicable as the remuneration is being proposed first time in Amalgamated Company.	Mr. Misra drew remuneration of ₹ 43.42 lacs for the Financial Year 2015-16.	Not applicable as the remuneration is being proposed first time in Amalgamated Company.
4.	Recognition or awards	Ms. Mann has received industry excellence award for best working at 75th Annual Convention and Sugar Expo 2017 organized by Sugar Technologists' Association of India (STAI).	No such significant Awards received.	No such significant Awards received.
5.	Job profile and his suitability	The details have been mentioned elsewhere in the Notice.	The details have been mentioned elsewhere in the Notice.	The details have been mentioned elsewhere in the Notice.
6.	Remuneration proposed	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution
7.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable has been compared by Nomination and Remuneration Committee constituted by the Board, with the remuneration being drawn by similar remuneration in the Sugars industry.	The remuneration payable has been compared by Nomination and Remuneration Committee constituted by the Board, with the remuneration being drawn by similar remuneration in the Sugars industry.	The remuneration payable has been compared by Nomination and Remuneration Committee constituted by the Board, with the remuneration being drawn by similar remuneration in the Sugars industry.
8.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Daughter of Mr. Gurmit Singh Mann, Chairperson of the Company.	None	None

III. Other information:

1.	Reasons of loss or inadequate profits	The Company has been incurring cash losses affecting their liquidity as the Uttar Pradesh based sugar companies have been facing financial difficulties on account of higher sugar cane prices, lower realization of sugar and high finance cost.
2.	Steps taken or proposed to be taken for improvement	Various initiatives have been taken including business and financial restructuring of the businesses and steps being taken by the State and Central Governments to strengthen the sugar industry.
3.	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year.

Annexure- B

Disclosure Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2

1.	Age	33 Years	59 Years	62 Years
2.	Date of Appointment	Sept 18, 2012	Sept 18, 2017 ^A	Nov 1, 2016
3.	Nature of his expertise in specific functional areas	Finance, Marketing, Trading, Legal and Sales operations along with the Company's joint venture businesses	Technical supervision, sugarcane management, implementation and achieving business plan and operational policies, meeting statutory compliances	Cane development, cane marketing and other work at senior positions

4.	Qualification	Graduated in Economics and Political science from Bryn Mawr College, USA and has an MBA from London Business School	B.Sc. from Gorakhpur University and A.N.S.I. from National Sugar Institute, Kanpur	M Sc (Agriculture), Plant Pathology
5.	Experience	Over 10 years.	Over 35 years.	Over 38 years.
6.	The number of Meetings of the Board attended during the Year	5	3*	2#
7.	Board Membership of other listed companies as on March 31, 2017	None	None	None
8.	Names of companies in which the person also holds the directorship	1. Dholadhar Investments (P) Limited 2. Dholadhar Developers (P) Limited 3. Uniworld Sugars (P) Limited 4. Simbhaoli Power (P) Limited 5. Integrated Casetech Consultants (P) Limited 6. Simbhaoli Global Commodities DMCC	1. Simbhaoli Speciality Sugars Private Limited	None
9.	Names of companies in which the person also holds the Membership / Chairman of Committees of the Board\$	None	None	None

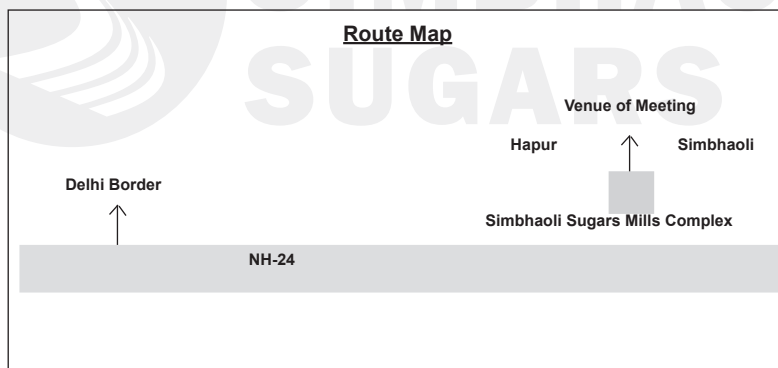
\$ Committee positions only of Audit Committee and Stakeholders Relationship Committee in public companies have been considered.

*Mr. S N Misra ceased to be director w.e.f. September 26, 2016 till this date he has attended 3 meetings.

^ Mr. S N Misra is proposed to be appointed as director w.e.f. September 18, 2017 in item no.6 of the Notice of 6th Annual General Meeting of the Company

#Mr. Karan Singh appointed as director w.e.f. November 1, 2016

Route Map of the venue of the 6th Annual General Meeting of the Company scheduled to be held on Monday, September 18, 2017 at 10:00 AM at Registered Office of the Company at Officers Club, sugar mill complex, Simbhaoli-245 207, District Hapur, Uttar Pradesh



oor, Guru Ravi Das Marg,

437120

investors@niit-tech.com

MEETING, E-VOTING URE DATES

ing (AGM) of the Members of
at 09.00 A.M. at Ocean Pearl
- 110 074 to transact the

have been sent in electronic
with the Company or the
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Notice and the Annual Report
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copy of the same by writing
or registered office address
on the website of NSDL at
Stock Exchange at
https://www.bseindia.com

Regulation 42 of the SEBI
Regulations, 2015 ("Listing
Books of the Company
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Members whose names
Depositories i.e. National
Services (India) Limited
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ive), the Company is providi
the business as set forth in
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Notice of AGM.

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NIIT Technologies Limited
Sd/-
Lalit Kumar Sharma
Secretary & Lead Custodian

**NATIONAL AGRICULTURAL COOPERATIVE
MARKETING FEDERATION OF INDIA LTD. (NAFED)**
SCO NO. 4, 2nd FLOOR, MANSA DEVI COMPLEX,
SECTOR-5, PANCHKULA
Tel. 0172-2555719, 2555716, E-Mail: nafed@nafed-india.com

Nafed Chandigarh Branch is commencing the sale of Mustard Seed under Price Support Scheme Rabi-2017 lying in CWC/HWC Haryana State w.e.f. 28.08.2017 through NCDEX e Markets Ltd (NeML). Interested buyers may visit the website (www.nafed-india.com) for the stock location and sale procedure.

Branch Manager

SIMBHAOLI SUGARS LIMITED*
(Registered Office: Simbhaoli - 245 207, District Hapur, Uttar Pradesh)
(CIN: L15122UP2011PLC044210)
Email: kamal@simbhaolisugars.com;
Website: www.simbhaolisugars.com; Phone: 0120-4806666, Fax: 0120-2427166

*Name changed from M/s Simbhaoli Spirits Limited to M/s Simbhaoli Sugars Limited in pursuance to Scheme of Amalgamation, sanctioned by the Hon'ble High Court of Judicature at Allahabad

**NOTICE OF 6TH ANNUAL GENERAL MEETING, REMOTE E-VOTING
INFORMATION AND BOOK CLOSURE**
NOTICE is hereby given that the Sixth (6th) Annual General Meeting ("AGM") of the members of the Company will be held on Monday September 18, 2017 at 10.00 am at the registered office of the Company situated at Officers' Club, Sugar Mill Complex, Simbhaoli-245 207, District Hapur, Uttar Pradesh, to transact the Ordinary and Special Businesses, as set out in the Notice of AGM. The Annual Report, comprising of the Notice of the meeting setting-out the Resolutions proposed to be passed thereat together with the Audited standalone and consolidated financial statements and the reports of the Directors' and Auditors' thereon for the financial year ended March 31, 2017, along-with the remote e-voting details, have been sent in electronic mode to all the members, whose e-mail IDs are registered with the Company/RTA/Depository Participants. The physical copies of the same have been sent to all other members individually at their addresses, recorded with the Company in permitted mode. The Company has completed dispatch of Annual report on Thursday August 24, 2017. These documents are also available on Company's website www.simbhaolisugars.com and also kept at the registered office of the Company for inspection by members. Further, the members, desiring the said documents in physical form will be provided the same free of cost, upon request.

Further, the Company has offered e-voting facility for transacting all the businesses through National Securities Depository Ltd. (NSDL) having portal www.evoting.nsdl.com to enable the members to cast their votes electronically. The remote e-voting shall commence on Thursday September 14, 2017 at 10.00 am IST and end on Sunday September 17, 2017 at 5.00 pm IST. During this period, the members of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e. Monday September 11, 2017, may cast their vote by remote e-voting. Any person, who acquires shares and becomes member/beneficial owner of the shares after dispatch of the notice and holding shares as on the cut-off date, will be provided the copy of the Notice through e-mail or by permitted mode. Such members may also obtain the login ID and password by sending a request to NSDL at evoting@nsdl.co.in or RTA, MAS Services Limited at sm@masserv.com. However, if the members are already registered with NSDL for remote e-voting, then they can use their existing user ID and password for casting their vote. No e-voting shall be allowed beyond the said date and time. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by member, he shall not be allowed to change it subsequently. The facility for voting through ballot paper shall be made available at the AGM and the members, who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again. Any person, who is not a member, as on the cut-off date, should treat the Notice of the meeting for information purpose only. Mr. Amit Gupta, (Practicing Company Secretary Membership No. FCS-5478, C.P. No. 4682), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday September 12, 2017 to Monday September 18, 2017 (both days inclusive) for the purpose of 6th AGM. The detailed procedure for remote e-voting is contained in the Notice of the AGM. In case of any queries, members may refer the Frequently Asked Questions ("FAQs") and Remote E-voting User Manual for members available at the "Downloads" section of https://www.evoting.nsdl.com or contact Mr. Amit Vishal, Sr. Manager, NSDL by email amvitv@nsdl.co.in or evoting@nsdl.co.in or by calling on toll free number 1800-222-990. In case of any grievances connected with the facilities of the e-voting, members are requested to contact Mr. Sandeep Joshi (sandeep.joshi@simbhaolisugars.com), Asstt. Company Secretary Simbhaoli Sugars Ltd., A-112, Sector-63, Noida - 201307 (Uttar Pradesh), Phone: 0120-4806666, Fax: 0120-2427166 for any further assistance in this regard.

Notice of AGM is available on the website of the Company at www.simbhaolisugars.com and on the websites of the National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. The result of the e-voting/voting at AGM shall be declared on or before Wednesday September 20, 2017. The Result declared, along with the Scrutinizers Report, shall be placed on the Company's website www.simbhaolisugars.com and on the websites of the NSDL www.evoting.nsdl.com and NSE BSE stock exchanges for information of the members, besides being communicated to the Stock Exchanges where the Company's share are listed.

For and on behalf of the Board of Directors
of Simbhaoli Sugars Limited
Sd/-
Kamal Samtani
Company Secretary

Place: Noida
Date: 24.08.2017

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**आन्ध्र बैंक
Andhra Bank**
(A Govt. of India Undertaking)

Department of Information Technology Andhra Bank, D Block, III Floor, Cyber Gateway, Hitec City, Madhapur Hyderabad - 500081. Tel.No:040-23122339/23122266 (Fax 040-23122261) Email: juda.george@andhrabank.co.in kramaprasad@andhrabank.co.in

Request for Proposal for Technical & Commercial empanelment of Vendors for maintenance of Oracle applications.

- RFP Fee : Rs 20,000/- payable along with Bid Response (non refundable).
- EMD for Rs 12,00,000/- to be submitted along with Technical Bid.

For details/last date of receipt of proposals etc contact either the above address or visit Andhra Bank Web Site at www.andhrabank.in. General Manager (DIT)

**ANDHRA PRADESH POWER
GENERATION CORPORATION LIMITED**
NOTICE INVITING TENDERS (NIT) Notice No. TENDER SPECIFICATION/ 610000252/CTs & CVTs/APGENCO/2017.
The Superintending Engineer/ (HYDEL-II): APGENCO/ HYDEL Projects, Vidut Soudha/ Gunadala/Vijayawada-520 004.: "Procurement of 245 KV CTs & CVTs for Lower Sileru power House & Donkarayi Power House" through APGENCO e-Procurement. Estimation Value: Rs. 1.57 Crores. Bid start Date & Time : 22.08.2017 @ 17:00 Hrs. Bid submission closing Date & Time: 18.09.2017 @ 15.00 Hrs. e-procurement site: Complete details may be obtained from APGENCO's Corporate Website, viz., https://etender.apgenco.gov.in
For more details please visit our website www.apgenco.gov.in

**बैंक ऑफ बड़ोदा
Bank of Baroda**
(A Govt. of India Undertaking)
Regional Office, Jaipur (Raj.)
Notice Under Section 13(2) of the Securitization & Reconstruction of Financial Assets & Enforcement For Security Interest Act, 2002 (here in after called act)
Notice for 60 days was given under section 13(2) of above act to the following borrowers to deposit loan amount and future interest due to NPA of their account by the authorized officer of the bank. According to the notice if the loan amount not deposited within 60 days, the said amount was to be recovered under provision of section 13(4) of the said act. The Branch has not received the receipt of said notice/returned undelivered which was sent to you under said act. Therefore this is to inform through notice that deposit the loan amount within 60 days with future interest and expenses as per below schedule hence after 60 days of publication of this Notice further steps will be taken by the bank under section 13 and 14 of the SARFAESI Act.

Name of the Borrowers	Date of Notice and amount	Description of Mortgaged Property
Legal Heirs of Sh. Ummed Singh Shekhawat	Date 08.08.2017, Rs.	Plot No. A-292, situated at Todi Nagar, Aawasiya Yojna, Sanwali Road, Sikar (Raj.) of Smt. Neetu Shekhawat W/o Late Sh. Ummed Singh Shekhawat
(1) Smt. Neetu Shekhawat W/o Late Sh. Ummed Singh Shekhawat	20,08,440.97 Including Interest Upto 29.04.2017 and Further interest and other Expenses	(2) Sh. Durgesh S/o Late Sh. Ummed Singh Shekhawat (3) Meenakshi D/o Late Sh. Ummed Singh Shekhawat (4) Vinshika D/o Late Sh. Ummed Singh Shekhawat
(A) Plot No. 529, Mahamandir Bagh, Ward No. 14, Sikar, (Raj.)-332001		(B) Plot No. A-292, Todi Nagar, Aawasiya Yojna, Sanwali Road, Sikar (Raj.)
Guarantor- Sh. Natthuram S/o Sh. Richpal Singh Gram Post Jardo ki Dhani, Jairampura, Tehsil- Khandela, Dist.- Sikar, (Raj.) 332715		Bounded as under:- East: Road, West: Plot No. 311, North: Plot No. 291, South: Plot No. 293

Branch Manager Bank of Baroda, Branch- Devipura Kothi, Dist.- Sikar (Raj.) Phone: 01572-254560
Enforcement agency : Rajvanshi and Associates, H-15 Chitranganj Marg.
Date : 24.08.2017 C-Scheme, Jaipur, Phone No: 0141-2363340, 2363341. Authorised Officer
Place : Sikar 2363342 Mob. 9314011891, 9314011894 Bank of Baroda

KAMADGIRI FASHION LIMITED
Regd. Office: B-104, "The Cube", M.V. Road, Marol, Andheri (East), Mumbai - 400 059, India
Tel. No. +91 22 71613131; Fax No. : +91 22 71613199;
CIN: L17120MH1987PLC042424
Website: www.kfllindia.com; E-mail: cs@kfllindia.com
NOTICE OF THE ANNUAL GENERAL MEETING AND REMOTE E-VOTING INFORMATION
NOTICE is hereby given that the Thirtieth Annual General Meeting

DIAGEO PIONEERED
INDIA
Regd. Office: Corporate
Regd. Office: Roxana Towers,
Beg



ओरियन्टल बैंक ऑफ़ कॉमर्स

(भारत सरकार का उपक्रम)

कॉर्पोरेट कार्यालय, प्लॉट सं. 5, इस्टीमेटेशन एरिया, सेक्टर-32, गुरुग्राम-122001

बैंक की कॉर्पोरेट डायरी एवं अधिकारी डायरी, 2018 का मुद्रण एवं आपूर्ति हेतु निविदा सूचना

बैंक की कॉर्पोरेट डायरी एवं अधिकारी डायरी, 2018 का मुद्रण एवं आपूर्ति करने के लिए दिल्ली / गुरुग्राम / फरीदाबाद / नोएडा स्थित प्रतिष्ठित मुद्रण एजेंसियों से 'दोहरी बोली' अर्थात् तकनीकी एवं वित्तीय बोली के अंतर्गत सीलबंद प्रस्ताव आमंत्रित किए जाते हैं।

तकनीकी बोली में दिए गए पूर्व-अर्हता मानदण्ड को पूरा करने वाली इच्छुक फर्म बैंक की वेबसाइट www.obcindia.co.in पर निविदा खण्ड में उपलब्ध प्रारूप पर 18 सितंबर, 2017 को प्रातः 11:00 बजे तक आवेदन कर सकती हैं।

दिनांक: 25.08.2017

(उप महाप्रबंधक)

स्थान: गुरुग्राम

सेवाएं



SIMBHAOLI SUGARS LIMITED*

(Registered Office: Simbhaoli - 245 207, District Hapur, Uttar Pradesh)

(CIN: L15122UP2011PLC044210)

Email: kamal@simbhaolisugars.com;

Website: www.simbhaolisugars.com; Phone: 0120-4806666, Fax: 0120-2427166

*Name changed from M/s Simbhaoli Spirits Limited to M/s Simbhaoli Sugars Limited in pursuance to Scheme of Amalgamation, sanctioned by the Hon'ble High Court of Judicature at Allahabad

NOTICE OF 6TH ANNUAL GENERAL MEETING, REMOTE E-VOTING INFORMATION AND BOOK CLOSURE

NOTICE is hereby given that the Sixth (6th) Annual General Meeting ('AGM') of the members of the Company will be held on Monday, September 18, 2017 at 10.00 am at the registered office of the Company situated at Officers' Club, Sugar Mill Complex, Simbhaoli-245 207, District Hapur, Uttar Pradesh, to transact the Ordinary and Special Businesses, as set out in the Notice of AGM. The Annual Report, comprising of the Notice of the meeting setting-out the Resolutions proposed to be passed thereat together with the Audited standalone and consolidated financial statements and the reports of the Directors and Auditors thereon for the financial year ended March 31, 2017, along-with the remote e-voting details, have been sent in electronic mode to all the members, whose e-mail IDs are registered with the Company/RTA/Depository Participants. The physical copies of the same have been sent to all other members individually at their addresses, recorded with the Company in permitted mode. The Company has completed dispatch of Annual report on Thursday, August 24, 2017. These documents are also available on Company's website www.simbhaolisugars.com and also kept at the registered office of the Company for inspection by members. Further, the members, desiring the said documents in physical form will be provided the same free of cost, upon request.

Further, the Company has offered e-voting facility for transacting all the businesses through National Securities Depository Ltd. (NSDL) having portal www.evoting.nsdl.com to enable the members to cast their votes electronically. The remote e-voting shall commence on Thursday, September 14, 2017 at 10.00 am IST and end on Sunday, September 17, 2017 at 5.00 pm IST. During this period, the members of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 11, 2017, may cast their vote by remote e-voting. Any person, who acquires shares and becomes member/beneficial owner of the shares after dispatch of the notice and holding shares as on the cut-off date, will be provided the copy of the Notice through e-mail or by permitted mode. Such members may also obtain the login ID and password by sending a request to NSDL at evoting@nsdl.co.in or RTA, MAS Services Limited at sm@maservs.com. However, if the members are already registered with NSDL for remote e-voting, then they can use their existing user ID and password for casting their vote. No e-voting shall be allowed beyond the said date and time. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by member, he shall not be allowed to change it subsequently. The facility for voting through ballot paper shall be made available at the AGM and the members, who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again. Any person, who is not a member, as on the cut-off date, should treat the Notice of the meeting for information purpose only. Mr. Amit Gupta, (Practicing Company Secretary, Membership No. FCS-5478, C.P. No. 4682), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, September 12, 2017 to Monday, September 18, 2017 (both days inclusive) for the purpose of 6th AGM. The detailed procedure for remote e-voting is contained in the Notice of the AGM. In case of any queries, members may refer the Frequently Asked Questions ('FAQs') and Remote E-voting User Manual for members available at the 'Downloads' section of <https://www.evoting.nsdl.com> or contact Mr. Amit Vishal, Sr. Manager, NSDL by email amitv@nsdl.co.in or evoting@nsdl.co.in or on call on toll free number 1800-222-990. In case of any grievances connected with the facilities of the e-voting, members are requested to contact Mr. Sandeep Joshi (sandeep.joshi@simbhaolisugars.com), Asstt. Company Secretary Simbhaoli Sugars Ltd., A-112, Sector-63, Noida - 201307 (Uttar Pradesh), Phone: 0120-4806666, Fax: 0120-2427166 for any further assistance in this regard.

Notice of AGM is available on the website of the Company at www.simbhaolisugars.com and on the websites of the National Securities Depository Limited (NSDL) at www.evoting.nsdl.com and NSE BSE stock exchanges for information of the members, besides being communicated to the Stock Exchanges where the Company's share are listed.

For and on behalf of the Board of Directors of Simbhaoli Sugars Limited

Sd/-

Place: Noida

Date: 24.08.2017

Kamal Samtani

Company Secretary

NIT एनआईआईटी टेक्नोलॉजीज लिमिटेड

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The General informed that Deed dated 04 in respect of Defence Color are lost / misplaced. If anyone finds same be kind to address mention

Muthoot Housing Co The Muthoot Towers, Alaknaya, Delhi-110019

Place: New Delhi

Date: 25.08.

यामक को पत्र

बिड़ला का पक्ष

■ बिड़ला के मुताबिक ट्राई इसका खुलासा करने में असफल रहा है कि आईयूसी की गणना किस तरह से की जाती है

■ बिड़ला का मानना है कि आईयूसी दर्द घटाए जाने से रिलायंस जियो को फायदा होगा और दूरसंचार क्षेत्र मंदी की चपेट में आ जाएगा

कहा कि बिड़ला के बाद आने वाली लागत के आधार पर किया जाता रहा है।

रिलायंस जियो द्वारा मुफ्त वायल कॉल की पेशकश किए जाने के बाद भारत के दूरसंचार उद्योग में व्यवधान आया है। बिड़ला ने पत्र में कहा है, 'भारत के 90 प्रतिशत मोबाइल उपभोक्ताओं को सेवा दे रहे ऑपरेटरों के लिए टर्मिनेशन लागत 30-35 पैसे प्रति मिनट बनी हुई है और इसके बारे में निर्यात को जानकारी है। टर्मिनेटिंग ऑपरेटर की पूरी लागत

से कम टर्मिनेशन शुल्क निर्धारित करने पर नए ऑपरेटर को फायदा होगा, जो मुफ्त वॉयस कॉल की पेशकश कर रहा है।'

बिड़ला ने कहा है कि आईयूसी का निर्धारण पूरी लागत के मुताबिक होना चाहिए जिससे टर्मिनेटिंग ऑपरेटर को उचित मुआवजा मिल सके और स्वस्थ प्रतिस्पर्धा को बढ़ावा मिले।

आईयूसी ऑपरेटरों के बीच समझौता होता है, जिसे देखते हुए बिड़ला ने कहा है कि इससे उपभोक्ताओं के शुल्क पर कोई असर नहीं पड़ेगा।

बिड़ला ने कहा है, 'यह अवधारणा बनाई जा रही है कि आईयूसी की वजह से शुल्क में कमी आएगी, जबकि हकीकत यह है कि आईयूसी का मतलब सेवाएं प्रदान करने में विभिन्न ऑपरेटरों के बीच साफ सुथरा समझौते से है। उद्योग के स्तर पर आईयूसी शुल्क लाभ का मसला है। इस तरह से यह मिथक है कि उपभोक्ताओं द्वारा दिया जाने वाला शुल्क आईयूसी से जुड़ा है और आईयूसी कम किए जाने से उपभोक्ताओं पर पड़ने वाला शुल्क कम होगा।'

क्षेत्रीय हवाई अड्डों के लिए दूरस्थ एटीसी टावरों पर नजर

रॉयटर्स नई दिल्ली, 24 अगस्त

भारत दूरस्थ हवाई यातायात नियंत्रण (एटीसी) टावर बनाने पर विचार कर रहा है, जिससे लागत में कटौती की जा सके और श्रमिकों की कमी से निजात मिल सके। प्रधानमंत्री नरेंद्र मोदी सरकार हवाई यातायात को बढ़ावा देने के लिए दर्जनों क्षेत्रीय हवाई अड्डे शुरू करने विचार कर रही है।

दूरस्थ निगरानी की व्यवस्था में शामिल होने वाली कंपनियों में

कम होती है।

सूत्रों ने बताया कि भारतीय विमानपत्तन प्राधिकरण (एएआई) ने उड़ानों की दूरस्थ निगरानी पर एक अध्ययन की पहल की है, जिसकी सिफारिशें सितंबर तक आने की संभावना है। इस फैसले से स्वीडन की साब और कनाडा की सीरिज टेक्नोलॉजीज जैसी कंपनियों को बढ़ावा मिल सकता है, जो हवाई अड्डा नियामक के साथ बातचीत कर रही हैं, जिससे कि भारत में तकनीक लाई जा सके।

टेम्पो अपलाइने की (पूर्व में ब्राइट लो) के

पंजीकृत कार्यालय

फ्लोर, एल/एस

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CIN: L6592

दूरभाष: +

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