



**SIMBHAOLI
SUGARS**

Simbhaoli Sugars Limited

CIN-L15122UP2011PLC044210

GSTIN : 09AAPCS7569A1ZV

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

Corporate Office :

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

Tel. : +91-120-480 6666

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E-mail : info@simbhaolisugars.com

www.simbhaolisugars.com

Ref: AGM/SE/2020-21

January 5, 2021

To,
Bombay Stock Exchange Ltd.
PhirozeJeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

The National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Mumbai-400051

Ref: Scrip Code: NSE: SIMBHALS BSE: 539742


Sub: Minutes of the 9th Annual General Meeting of the Company

Dear Sir / Madam,

We are enclosing herewith the copy of the Minutes of the proceedings of the 9th Annual General Meeting of the Company held on Monday, December 21, 2020 at 11:00 AM through video conferencing ('VC')/ other audio visual means ('OAVM').

This is for your information and record.

Thanking you,
Yours faithfully,
For Simbhaoli Sugars Limited


Kamal Samtani
(Company Secretary)
F-5140



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

Specialty Sugars

Potable Alcohol

Ethanol

Power

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

Simbhaoli Sugars Limited

MINUTES OF THE 9TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SIMBHAOLI SUGARS LIMITED HELD ON MONDAY, DECEMBER 21, 2020 AT 11:00 A.M. THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM')

Mr. Kamal Samtani, Company Secretary of the Company welcomed all the Directors, Auditors and Members of the Company, who have joined the 9th Annual General Meeting (AGM) of the members of the Company through Video Conferencing ('VC') Other Audio-Video Means ('OAVM'). He apprised all that as a tradition, your Company has always conducted the AGM physically at the Registered Office of the Company. However, in the light of this unprecedented situation, caused by Covid-19 pandemic, the physical meeting could not be conducted and with intent to support the government in prevention of spread of CoVID-19, the Company, has conducted AGM as such in electronic mode. The deemed venue for the AGM shall be the Registered office of the Company situated at Simbhaoli 245 207, District-Hapur.

He, thereafter, submitted that as per the attendance registered for the meeting, 55 members (6 from Promoters/ Promoters Group and 49 from Public) were present through VC or OVAM including representative of Bodies Corporates. Pursuant to Circular No. 14/2020 issued by the Ministry of Corporate Affairs (MCA), the facility for appointment of proxy for the AGM was not provided to the Members. Accordingly, there was no proxy present at the meeting. The quorum was present throughout the meeting.

Chairperson

Mr. Gurmit Singh Mann, Chairperson, occupied Chair. He extended a warm welcome to the members present at the Meeting and mentioned that in view of the massive outbreak of the COVID-19 pandemic and considering the social distancing norms, the AGM was convened through electronic mode in compliance with the Companies Act, 2013, read with the Circulars issued by the MCA and SEBI in this regard, without the physical presence of the members.

Mr. Mann, Chairperson informed that the copies of annual report for the financial year ended March 31, 2020 have been circulated and with the permission of members, the same was considered as read. The qualifications, observations, comments, remarks on the financial transactions as mentioned in Independent Audit Report and Secretarial



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Audit Report are self-explanatory. He further informed that he is interested in item No. 2 and item No. 5. He informed that Justice C K Mahajan (Retd), and Mr. Atul Mahindru, the Directors have expressed their inability to attend the 9th AGM.

Directors Present:

1. Mr. Gurmit Singh Mann, Chairperson
2. Ms. Gursimran Kaur Mann, Managing Director
3. Mr. Gural Singh, Director
4. Mr. Sanjay Tapriya, Director
5. Mr. Sachchida Nand Misra, Chief Operating Officer
6. Mr. H P Kain, an Independent Director and Chairman Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
7. Mr. Shyam Sunder, Independent Director

Invitees:

1. Mr. Bihari Lal Gupta, Partner, Statutory Auditors, Mittal Gupta & Co, Chartered Accountants, Kanpur
2. Mr. Amit Gupta, Proprietor, Secretarial Auditors, Amit Gupta & Associates, Company Secretaries, Lucknow
3. Mr. Sandeep Joshi, Scrutinizer, Practicing Company Secretary, Ghaziabad
4. Mr. Dayal Chand Popli, Chief Financial Officer
5. Mr. Kamal Samtani, Company Secretary

Proceedings

Mr. Kamal Samtani, Company Secretary requested the Chairperson to proceed with the business of the meeting as per Notice of AGM dated November 24, 2020 read with the Explanatory Statement annexed to the Notice, forming part of the 9th Annual Report 2019-20.

Company Secretary informed the members that in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Remote E-Voting Facilities were provided to the Members of the Company from National Securities Depository Ltd., to cast their votes for business items to be transacted at the AGM. The remote e-voting was opened at 10:00 am on

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Thursday, December 17, 2020 and closed at 5:00 pm on Sunday, December 20, 2020.

The resolutions were then placed before the members one by one and put to vote in following manner and members were informed those members who has not casted their votes through remote e-voting may cast their votes through e-voting facility available during AGM. Before commencing the official proceedings, He informed all the attendees that:

1. The attendees can post their queries, if any; and they shall be placed on mute mode to avoid any disturbance from background to ensure smooth conduct of the meeting.
2. Upon commencement of the question hour, the Chairman will allow to speak at the meeting.

The meeting was called to order by the Chairman. The directors and auditors, present at the meeting introduced themselves and thereafter, the proceedings of the meeting commenced at 11:00 am.

The Chairman then proceeded with the Agenda items as per Notice of 9th AGM as follows:

ORDINARY BUSINESSES

ITEM NO. 1

To consider, and if thought fit, to pass, with or without modification (s), the following resolution, as an Ordinary Resolution regarding to receive, consider and adopt (a) the audited financial statements of the Company comprising of the balance sheet as on March 31, 2020 and the statement of profit and loss along with cash flow statement for the financial year ended on March 31, 2020 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, 2020 and the report of the Auditors thereon

"Resolved that, the audited financial statements of the Company comprising of the balance sheet as on March 31, 2020 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



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laid before the 9th 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, 2020 and the statement of profit and loss along with cash flow statement for the financial year ended on March 31, 2020 and the report of Auditors thereon laid before the 9th 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 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 including to delegate for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

As per the voting results declared on December 22, 2020 based on the Scrutinizer's report dated December 22, 2020, the above resolution was passed as an Ordinary Resolution with below voting details:

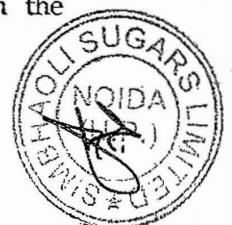
Particulars	Number of Votes Contained in			Percentage
	Remote E voting	E Voting During AGM	Total	
Assent	25465131	3362	25468493	99.999996
Dissent	1	0	1	0.000004
Abstain/Invalid		-		
Total	25465132	3362	25468494	100

ITEM NO. 2

To consider, and if thought fit, to pass, with or without modification (s), the following resolution, as an Ordinary Resolution regarding the appointment of a director in place of Ms. Gursimran Kaur Mann, who shall retire by Rotation

"Resolved that, Ms. Gursimran Kaur Mann(DIN 00642094),who retires by rotation under Section 152and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder read with the Articles of Association of the Company,at the conclusion of 9th Annual

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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 to 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 including to delegate for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

As per the voting results declared on December 22, 2020 based on the Scrutinizer's report dated December 22, 2020¹ the above resolution was passed as an Ordinary Resolution with below voting details:

Particulars	Number of Votes Contained in			Percentage
	Remote E voting	E Voting During AGM	Total	
Assent	25465004	3362	25468366	99.999
Dissent	278	0	278	0
Abstain/ Invalid	-	-		
Total	25465282	3362	25468644	100

ITEM NO. 3

To consider, and if thought fit, to pass, with or without modification (s), the following resolution, as an Ordinary Resolution regarding the appointment of a director in place of Mr. Gurpal Singh, who shall retire by Rotation

"Resolved that Mr. Gurpal Singh (DIN 00064807), who retires by rotation under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder read with the Articles of Association of the Company at the conclusion of 9th Annual General Meeting of the members of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director to the Board of the Company, whose period of office shall be liable to retire by rotation."



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M I T T A L B O R D

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“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 including to delegate for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution.”

As per the voting results declared on December 22, 2020 based on the Scrutinizer’s report dated December 22, 2020 the above resolution was passed as an Ordinary Resolution with below voting details:

Particulars	Number of Votes Contained in			Percentage
	Remote E voting	E Voting During AGM	Total	
Assent	25465004	3362	25468366	99.999
Dissent	278	0	278	0
Abstain/Invalid		-		
Total	25465282	3362	25468644	100

ITEM NO. 4

To consider, and if thought fit, to pass, with or without modification (s), the following resolution, as Ordinary Resolution regarding the appointment of M/s Mittal Gupta and Company, Chartered Accountants as Statutory Auditors of the Company for another term of 5 years

“Resolved that, pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and on recommendation of the Audit Committee, M/s. M/s Mittal Gupta and Company, Chartered Accountants, (Firm Registration No. 01874C), Kanpur be and are hereby appointed as Statutory Auditors of the Company to hold office for another period of 5 (Five) years, from the conclusion of the 9th Annual General Meeting till the conclusion of the 14th Annual General Meeting of the members of the Company viz financial years 2020-21 upto 2024-25 at such remuneration as may be fixed by the

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Board of Directors, on recommendation of the Audit Committee from time to time."

"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 including to delegate for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

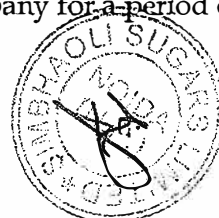
As per the voting results declared on December 22, 2020 based on the Scrutinizer's report dated December 22, 2020 the above resolution was passed as an Ordinary Resolution with below voting details:

Particulars	Number of Votes Contained in			Percentage
	Remote E voting	E Voting During AGM	Total	
Assent	25465004	3362	25468366	99.999996
Dissent	1	0	1	0.000004
Abstain/Invalid	-	-	-	
Total	25465005	3362	25468367	100

SPECIAL BUSINESSES**ITEM NO. 5**

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

"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 one (1)



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years with effect from August 2, 2020 till August 1, 2021 with a liberty to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) for validation of the terms and conditions as set out in the explanatory statement, subject to the restrictions, if any, contained under the applicable provisions of the Act or otherwise as may be applicable in law as follows:

Designation: Managing Director

Period: August 2, 2020 till August 1, 2021

- I. **Basic Salary:** Rs. 4,00,000 per month with such 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:** Rs. 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. **Bonus:** The amount to be paid as per rules as applicable to the senior grade employees of the Company.
- IV. **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 attendants will also be payable as per the rules of the Company.

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- 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.

- V. **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.

VI. Others:

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



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- 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 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, pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule V thereto (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and in recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded in case required necessary, to waive off the recovery of minimum remuneration paid or payable to the aforesaid Whole Time Director of the Company within the limits of the Schedule V to the Companies Act, 2013."

"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

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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 including any statutory modification(s) or re-enactment thereof, for the time being in force 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."

As per the voting results declared on December 22, 2020 based on the Scrutinizer's report dated December 22, 2020 the above resolution was passed as a Special Resolution with below voting details:

Particulars	Number of Votes Contained in			Percentage
	Remote E voting	E Voting During AGM	Total	
Assent	25465004	3362	25468366	99.999
Dissent	278	0	278	0.001
Abstain/Invalid	-	-	-	-
Total	25465282	3362	25468644	100

ITEM NO. 6

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution regarding the appointment of Mr. Sachchida Nand Misra as Whole Time Director of the Company

"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 there under, including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Sachchida Nand Misra (DIN : 06714324) as the Whole Time Director of the Company, with effect from September 18, 2020 to September 17, 2021 with a liberty to the Board of Directors(hereinafter referred to as the Board, which term shall be deemed



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to include any Committee(s) constituted or 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: Chief Operating Officer

Period: From September 18, 2020 to September 17, 2021

- I. **Basic Salary:**Rs. 2,27,000 per month, with such 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:**Rs.2,20,220 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. **Bonus:** The amount to be paid as per rules as applicable to the senior grade employees of the Company.
- IV. 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:

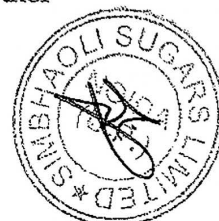
- i) Car facilities for the business of the Company. The type make and model of the car shall be decided by the Board from time to time.
- ii) Reimbursement of travelling, boarding, lodging, hotel and other expenses incurred for the business of the Company as per the travelling policy of the Company.
- 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

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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 be agreed to by and between the Board and the Chief Operating Officer."

"Resolved further that, pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule V thereto (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and in recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded that if necessary, to waive off the recovery of minimum remuneration paid or payable to the aforesaid Whole Time Director of the Company within the limits of the Schedule V to the Companies Act, 2013"

"Resolved further that, the Board of Directors of the Company be and are 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 including any statutory modification(s) or re-enactment thereof, for the time being in force 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



A handwritten signature in black ink, consisting of a stylized 'A' followed by a flourish.

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expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

As per the voting results declared on December 22, 2020 based on the Scrutinizer's report dated December 22, 2020 the above resolution was passed as a Special Resolution with below voting details:

Particulars	Number of Votes Contained in			Percentage
	Remote E voting	E Voting During AGM	Total	
Assent	25465281	3362	25468643	99.999996
Dissent	1	0	1	0.000004
Abstain/Invalid		-		
Total	25465282	3362	25468644	100

ITEM NO. 7

To consider, and if thought fit, to pass, with or without modification (s), the following resolution, as an Ordinary Resolution regarding the appointment of Mr. Atul Mahindru as Non-Executive-Independent Director of the Company

"Resolved that, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, Mr. Atul Mahindru (DIN:08624563), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 28, 2019 in terms of Section 161(1) of the Act and Article 127 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director to the Board of the Company to hold office for a term of five consecutive years with effect from November 28, 2019 to November 27, 2024."

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"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 including to delegate for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

As per the voting results declared on December 22, 2020 based on the Scrutinizer's report dated December 22, 2020 the above resolution was passed as an Ordinary Resolution with below voting details:

Particulars	Number of Votes Contained in			Percentage
	Remote E voting	E Voting During AGM	Total	
Assent	25465004	3362	25468366	99.999
Dissent	278	0	278	0.001
Abstain/Invalid		--		
Total	25465282	3362	25468644	100

ITEM NO. 8

To consider, and if thought fit, to pass, with or without modification (s), the following resolution, as an Ordinary Resolution regarding the appointment of Mr. Shyam Sunder as Non-Executive-Independent Director of the Company

"Resolved that, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, Mr. Shyam Sunder (DIN:08676856), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 13, 2020 in terms of Section 161(1) of the Act and Article 127 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and



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who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director to the Board of the Company to hold office for a term of five consecutive years with effect from February 13, 2020 to February 12, 2025."

"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 including to delegate for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

As per the voting results declared on December 22, 2020 based on the Scrutinizer's report dated December 22, 2020 the above resolution was passed as an Ordinary Resolution with below voting details:

Particulars	Number of Votes Contained in			Percentage
	Remote E voting	E Voting During AGM	Total	
Assent	25465004	3362	25468366	99.999
Dissent	278	0	278	0.001
Abstain/Invalid	-	-	-	-
Total	25465282	3362	25468644	100

ITEM NO. 9

To consider, and if thought fit, to pass, with or without modification (s), the following resolution, as a Special Resolution regarding the appointment of Justice (Retd.) Mr. C K Mahajan as Non-Executive Independent Director of the Company-

"Resolved that, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and Regulation 17 (1A) of the Securities and Exchange Board of

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India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, Justice (Retd.) Mr. C K Mahajan (DIN : 00039060), who has attained the age of 75 years and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby re-appointed as an Independent Non-Executive Director to the Board of the Company to hold office for second term of five consecutive years with effect from November 9, 2020 to November 8, 2025."

"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 including to delegate for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

As per the voting results declared on December 22, 2020 based on the Scrutinizer's report dated December 22, 2020 the above resolution was passed as an Ordinary Resolution with below voting details:

Particulars	Number of Votes Contained in			Percentage
	Remote E voting	E Voting During AGM	Total	
Assent	25465004	3362	25468366	99.999
Dissent	278	0	278	0.001
Abstain/Invalid	-	-	-	-
Total	25465282	3362	25468644	100

ITEM NO. 10

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution for ratification of remuneration to the Cost Auditors of the Company

"Resolved that, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members of the Company, be and is hereby accorded for the payment of remuneration of Rs 3 lakh plus



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other out of pocket expenses as may be incurred on the concerned assignment for the financial year 2020-21, as may be approved by the Board, to Mr. Satnam Singh Saggi, 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 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 including to delegate for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution.

As per the voting results declared on December 22, 2020 based on the Scrutinizer's report dated December 22, 2020 the above resolution was passed as an Ordinary Resolution with below voting details:

Particulars	Number of Votes Contained in			Percentage
	Remote E voting	E Voting During AGM	Total	
Assent	25465004	3362	25468366	99.999
Dissent	278	0	278	0.001
Abstain/Invalid	-	-	-	
Total	25465282	3362	25468644	100

Vote of thanks

There being no other matter, the Chairman concluded the business of the AGM and thanked all the shareholders present for their kind attention, co-operation, valuable support and the time spent. The Company Secretary informed that the quorum was present throughout the meeting. Thereafter, the Chairperson advised the Company Secretary to proceed for the e-voting at the AGM through NSDL portal for those members who could not cast their vote through remote e-voting.

Company Secretary informed that the e-voting platform would remain open for 15 minutes and requested the members to cast their vote on the above resolutions through e-voting. It was informed that the combined results of the votes cast through remote e-voting and e-voting during the

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AGM on all the resolutions would be uploaded on the Company's website and will be intimated to the Stock Exchanges as per the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 by the next day of the meeting.

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

There being no other business, the Chairman declared the meeting as ended, and the meeting concluded at 1130 AM with vote of thanks to all the participants by the Company Secretary of the Company.

Date of Entry:

Date of signing: 5.1.2021

Place: DHARAMSALA

Gurmit Singh Mann
Chairperson



CERTIFIED TRUE COPY
SIMBHAOLI SUGARS LIMITED


KAMAL SAMTANI
Company Secretary
FCS 5140