



**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

Fax : +91-120-2427166

E-mail : info@simbhaolisugars.com

www.simbhaolisugars.com

**Ref: SSL: Stock Exchange  
July 30, 2020**

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: Annual Secretarial Audit Report for the year ended on March 31, 2020**

**Ref: Disclosure pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear Sir,

Please find enclosed Annual Secretarial Audit Report for the year ended on March 31, 2020 in terms of the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued by M/s Amit Gupta and Associates, Company Secretaries along with the report issued by the Secretarial Auditors of Simbhaoli Power Private Limited (SPPL).

You are requested to take the same on your record.

**For Simbhaoli Sugars Limited**

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

**Specialty Sugars**

**Potable Alcohol**

**Ethanol**

**Power**

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



**AMIT GUPTA & ASSOCIATES**  
Practicing Company Secretaries

B-12 Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001  
Phone : 0522 – 4024033, Mobile : 79057 98954, 94150 05108  
E-mail: amitguptacs@gmail.com

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**Secretarial Compliance Report of Simbhaoli Sugars Limited**  
for the financial year ended at 31st March, 2020

**[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,

**SIMBHAOLI SUGARS LIMITED,**  
**(Formerly known as Simbhaoli Spirits Limited)**  
**(CIN - L15122UP2011PLC044210)**  
**Simbhaoli-245207, District Hapur Uttar Pradesh**

We Amit Gupta & Associates, Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by Simbhaoli Sugars Limited (“the listed entity”);
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended at 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **(Not applicable to the Company during the review period);**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,



- 2014 - **(Not applicable to the Company during the review period);**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **(Not applicable to the Company during the review period);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **(Not applicable to the Company during the review period);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies and dealing with client;
- j) Depositories Act, 1996;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, *except in respect of Regulation 17(1)(b) & 25(6), wherein there was a delay in filling vacancy caused by resignation of Independent Directors.*
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder. However, NSE has asked query regarding limited review report on consolidated financial results for the quarter ended on June, 2019 and same was replied.
- d) The listed entity has made appointment of Independent directors to comply with the provisions of Regulation 17(1)(b) & 25(6) as observed in previous report.

**For Amit Gupta & Associates**

**Company Secretaries**

**AMIT  
GUPTA**  
Amit Gupta

Digitally signed by AMIT GUPTA  
DN: cn=Amit Gupta, o=AMIT GUPTA, postalCode=200013, email=amit.gupta@amitgupta.com, postalCode=200013, email=amit.gupta@amitgupta.com  
MANANAGAR S. O.  
amitgupta@amitgupta.com  
Date: 2020.07.30 16:51:10 +05'30'

**Proprietor**

Membership No. : F5478

C.P. No. 4682

**UDIN - F005478B000531344**

Date: July 30, 2020

Place: Lucknow





**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

To,  
The Members  
**Simbhaoli Power Private Limited**  
Kothi No. 1,  
Power Division Compound  
Simbhaoli UP 245207

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by Simbhaoli Power Private Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the "Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (including erstwhile regulation);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings except as mentioned below;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):- Not Applicable during the period under review
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;





- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (including erstwhile regulation);
- (vi) The Management has identified and confirmed the following laws as being specifically applicable to the Company:
- 1) Electricity Act, 2003 and rules and regulations made there under;
  - 2) The Boilers Act, 1923
  - 3) Electricity Safety Act, 1998

I have also examined compliance with the applicable clauses/ Regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent of Regulation 24, Since Company is a material subsidiary of a Listed Company.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board/Committee Meetings. Agenda and detailed notes on agenda were sent in advance (and at a shorter notice for which necessary approvals obtained) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, no specific events / actions took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Abhishek Thakur & Associates  
Company Secretaries

*Abhishek*



Abhishek Thakur  
Membership No. F10660  
Certificate of Practice No.22092  
UDIN: F010660B000527418

Date: 30.07.2020  
Place: Ghaziabad

Note:

1. This report is to be read with my letter of even date which is annexed as Annexure-A and forms an integral part of this report.
2. This report is based only on Secretarial information provided to us during the course of audit.
3. Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct.
4. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report which have been compiled by the Company up to the date of this Report pertaining to Financial Year 2019-2020. We are not commenting on the Statutory Compliances whose due dates are extended by Regulators from time to time due to COVID-19 or still there is time line to comply with such compliances.



Annexure-A to Secretarial Audit report

To,  
The Members  
**Simbhaoli Power Private Limited**  
Kothi No. 1,  
Power Division Compound  
Simbhaoli UP 245207

1. Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Whenever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Abhishek Thakur & Associates  
Company Secretaries

*Abhishek*

Abhishek Thakur  
Membership No. F10660  
Certificate of Practice No.22092  
UDIN: F010660B000527418



Date: 30.07.2020  
Place: Ghaziabad