

GOBIND SUGAR MILLS LIMITED

Regd. Office: 9/1, R.N. Mukherjee Road, Kolkata - 700 001

NOTICE

Notice is hereby given that the Sixty - Second Annual General Meeting of GOBIND SUGAR MILLS LIMITED will be held on Friday, 17th September, 2014 at 3.00 P.M. at the Registered Office of the Company at 9/1, R.N. Mukherjee Road, Kolkata - 700 001 to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. N. Suresh Krishnan, who retires by rotation and is eligible for reappointment.
3. To appoint Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution

“RESOLVED THAT Messrs S.R. Batliboi & Co., LLP, Chartered Accountants, Golf View Corporate Towers – B, Sector – 42, Sector Road, Gurgaon – 122001, Haryana, India having firm Registration No. 301003E be and are hereby re-appointed as Auditors of the Company to hold such office until the conclusion of the next Annual General Meeting to conduct the audit of the Company on such remuneration and other terms of engagement as would be decided by the Board of Directors or committee thereof.”

Special Business:

4. **Appointment of Mr. R.N. Ratnam as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with

Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. R.N. Ratnam (holding DIN 06422037) Director of the Company, who has submitted a declaration that he meets the criteria for independence as per Section 149 (6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 1st April, 2014 to 31st March, 2019.”

5. Appointment of Mr. Marco Wadia as an Independent Director of the Company

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. Marco Wadia (holding DIN 00244357) Director of the Company, who has submitted a declaration that he meets the criteria for independence as per Section 149 (6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 1st April, 2014 to 31st March, 2019.”

6. Appointment of Mr. Anil C. Gupta as an Independent Director of the Company

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. Anil C Gupta (holding DIN 06363513) Director of the Company, who has submitted a declaration that he meets the criteria for independence as per Section 149 (6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 1st April, 2014 to 31st March, 2019.”

7. Borrowing Powers of the Company

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

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders in this regard and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors or Committee thereof, for borrowing any sums of money from time to time from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting 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 stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with 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 capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but, so, however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs 1,000 Crores (Rupees One Thousand Crores only).”

8. **Approval to create encumbrance on the property of the Company in the form of mortgage or lien or any other form for securing loans granted to the Company**

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

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the Extraordinary General Meeting of the shareholders of the Company held on August 29, 2003 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future

immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of Rs 1,000 Crores (Rupees One Thousand Crores only) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, company, insurer or to the general public.”

9. Approval to make Donations, subscriptions to charitable organizations

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

“RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013 and other provisions, if any, of the Companies Act, 2013 or rules made there-under, consent of the members of the Company be and is hereby granted to the Board of Directors to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, Institutions, trust, organization, not directly relating to the business of the Company or the welfare of its employees, for taking up any programme, activities of social, cultural, educational, economic, rural development of people at large and/or incur any expenditure on their behalf, up to an amount not exceeding Rs 20,00,000/- (Rupees Twenty Lacs only) for the financial year 2014-15 notwithstanding the fact that said amount may exceed 5% of the Company’s average net profit as determined in accordance with the provisions of section 198 of the Companies Act, 2013 during the three immediately preceding Financial Years

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board, be and is hereby authorized to take all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to delegate any or all such powers, to any Committee of the Board or to one or more Directors or officers of the Company.””

10. Appointment of Cost Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the remuneration of Rs 35,000/- plus applicable taxes and out of pocket expenses for the financial year ending 31st March, 2015 as recommended by the Audit Committee and approved by the Board of Directors be paid to Mr. Somnath Mukherjee, F.I.C.W.A., Cost Accountant, for conducting the Cost Audit be and is hereby approved and ratified.”

By Order of the Board

Ankush Wadhawan

Company Secretary

Regd Office: 9/1, R N Mukherjee Road

Kolkata – 700001

Dated: 25th July, 2014

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.**
- 2. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A Proxy Form is sent herewith. Proxies submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable.**
3. During the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice is given to the company.
4. The Company's Registrar & Share Transfer Agents (RTA) are:

Link Intime India Pvt. Limited
59C, Chowringhee Road, 3rd Floor
Kolkata - 700 020
Tel : 91 033 2289 0540
Fax : 91 033 2289 0539
e-mail : kolkata@linkintime.co.in

5. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled in to RTA at the above mentioned address.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
8. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is given in the Corporate Governance Report along with the details of their shareholding.
9. The Notice of the Annual General Meeting of the Company and instructions for e-voting, along with Attendance Slip and Proxy Form is being sent to all the members by electronic mode, whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the aforementioned documents are being sent in the permitted mode.
10. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website

www.gobindsugar.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days, excluding Saturday upto the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.

11. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.
12. Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend remaining unclaimed / unpaid for a period of seven years is required to be transferred to the Investor Education and Protection Fund of the Central Government (Fund). Accordingly, all unclaimed / unpaid dividends up to and including the financial year 30th June, 2005 have been transferred to the said fund. Members who have not encashed the dividend warrants so far for the subsequent financial years may make their claim to the Company / Registrar and Share Transfer Agent. In terms of Section 205C of the said Act once the unclaimed/unpaid dividend is transferred to the Fund no claim in this regard, shall lie against the Fund or the Company.
13. The Statement of Profit and Loss for the period ended 31st March, 2014, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet are available for inspection by the Members at the Registered Office of the Company between 11.00AM and 1.00 PM on all working days up to this AGM. Members who wish to obtain information on the Company or view the Accounts for the previous years may visit the Company's website or send their queries at least 10 days in advance before the AGM to the Secretary of the Company.
14. **E-Voting:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 2 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and detailed procedure is mentioned below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 5th September, 2014 and ends on 11th September, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25th July, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “Gobind Sugar Mills Ltd” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT TO SPECIAL BUSINESS

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned items of the accompanying Notice:

Item No. 3

This explanatory statement is provided though strictly not required as per section 102 of the Act. Messrs S.R. Batliboi & Co., LLP, Chartered Accountants, Golf View Corporate Towers – B, Sector – 42, Sector Road, Gurgaon – 122001, Haryana, India having firm Registration No. 301003E were appointed as the statutory auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on December 30, 2013.

Accordingly, the audit of the Company for financial year 2013-14 was conducted by Messrs S.R. Batliboi & Co., LLP, Chartered Accountants. Messrs S.R. Batliboi & Co., LLP, Chartered Accountants have been the Auditors of the Company for more than ten years.

As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, Messrs S.R. Batliboi & Co., LLP, Chartered Accountants, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 6th May, 2014, proposed the appointment of Messrs S.R. Batliboi & Co., LLP, Chartered Accountants as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this AGM till the conclusion of the AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and/or KMP is concerned or interested in the resolution.

Item No. 4-6

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. R.N. Ratnam, Mr. Anil C. Gupta and Mr. Marco Wadia, as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Board of Directors has recommended the appointment of these directors as Independent Directors from 12th September, 2014 up to 11th September, 2019.

Mr. R.N. Ratnam, Mr. Anil C. Gupta and Mr. Marco Wadia, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The resolutions as above at points 4, 5 and 6 are placed before the shareholders for approval.

Except respective appointee directors for each resolution, none of the Directors and Key Managerial Personnel (KMP) of the Company or relatives of directors and KMP is/are concerned or interested in this resolution.

Brief profile of Directors is mentioned below:

Mr R.N. Ratnam

Mr. R.N. Ratnam is a non executive Independent Director of the Company as well as Chairman of the Audit Committee.

Mr. R.N. Ratnam is a Chartered Accountant, Company Secretary and Cost & Management Accountant. Mr. Ratnam initially joined Indian Audit and Accounts Service as Class I officer and worked therein for 4 years. He joined EID Parry Group of Madras and retired as Deputy Managing Director in the year 1984. Since 2000, he is self employed as Business and Finance Consultant providing consultancy to diverse Indian and international organizations. Mr. Ratnam is an Independent Director whose period of office is liable for retirement as director by rotation

under erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Ratnam being eligible and offering himself for appointment, is proposed to be appointed as an independent director for five consecutive years upto 31st March, 2019.

In the opinion of the Board, Mr. R.N. Ratnam fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Ratnam as an Independent Director, setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday; upto the date of AGM.

The detailed resume is given in the report on Corporate Governance which forms part of the Annual report.

Mr. Marco Wadia

Mr. Marco Wadia is a non executive Independent Director of the Company as well as member of the Audit Committee.

He is a B.A. (Hons.) L.L.B. and practicing Advocate since 1986, specializing in corporate matters and is currently, a partner in the firm, Crawford Bayley & Co., Mumbai. Mr. Wadia is an Independent Director whose period of office is liable for retirement as director by rotation under erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Wadia being eligible and offering himself for appointment, is proposed to be appointed as an independent director for five consecutive years upto 31st March, 2019.

In the opinion of the Board, Mr. Marco Wadia fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Marco Wadia as an Independent Director, setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday; upto the date of AGM.

The detailed resume is given in the report on Corporate Governance which forms part of the Annual report.

Mr. Anil C. Gupta

Mr. Anil C. Gupta is a non executive Independent Director of the Company as well as member of the Audit Committee.

Mr Anil C Gupta, aged about 70 years is B.com (Hons) from Shri Ram College of Commerce, Delhi University and Fellow member of the Institute of Chartered Accountants of India (ICAI).

Mr. Gupta has experience of more than 40 years of statutory audits under the Companies Act, 1956, Internal/ Management audits of large corporate enterprises and he retired as Managing Partner of A.F. Fergusson & Co., Hyderabad. Mr. Gupta is an Independent Director whose period of office is liable for retirement as director by rotation under erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Gupta being eligible and offering himself for appointment, is proposed to be appointed as an independent director for five consecutive years upto 31st March, 2019.

In the opinion of the Board, Mr. Anil C. Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Anil C. Gupta as an Independent Director, setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto the date of AGM.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No. 7 & 8

The members of the Company at their Extra-ordinary General Meeting held on 28th June, 2013 had approved by way of an Ordinary Resolution under Section 293(1)(d) read with Section 293 (1)(a) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs 750 Crores (Rupees Seven Hundred Fifty Crores) and for creation of mortgages/charge/hypothecation on all present and future properties of the Company in favour of lenders upto a limit of Rs 750 Crores (Rupees Seven Hundred Fifty Crores).

Section 180 of the Companies Act, 2013 requires that consent of the company accorded by way of a special resolution is required to borrow money in excess of the company's paid up share capital and free reserves.

Further, as per the clarification issued by the Ministry of Corporate Affairs approval granted by the shareholders by way of an ordinary resolution shall be valid for one year from the date Section 180 became effective (12th September, 2013).

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 7 & 8 of the Notice. The Board recommends these resolutions for approval by the members of the Company.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested.

Item no 9

In order undertake activities relating to the Socio-Economic Development, upliftment or public/people at large and for their welfare by rendering social and economic responsibility, it is proposed to take steps and actions to realize Corporate Social Responsibility (CSR) objectives by contributing and donating to any Charitable, Benevolent, Social, Public or General Funds, and to any Non-Profit making Organization, Society, Trust, Association or Institution formed for the purpose or for contribution and donation for various causes.

It is, therefore, proposed to obtain approval of the members for authorizing the Board of Director to contribute up to an amount not exceeding Rs 20,00,000/- (Rupees Twenty Lacs only) for the financial year 2014-15 notwithstanding the fact that said amount may exceed 5% of the Company's average net profit as determined in accordance with the provisions of section 198 of the Companies Act, 2013 during the three immediately preceding Financial Years.

Pursuant to the provisions of Section 181 of the Companies Act, 1956, approval of the Members is required for contribution to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, where the proposed contribution in aggregates exceeds 5%, of Rs. average net profit of three financial year immediately preceding the current financial year.

The resolution is therefore recommended for the consideration and approval

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested.

Item No 10

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Somnath Mukherjee, Cost Accountant as the Cost Auditor to conduct the audit of the cost records of the Company at a remuneration of Rs 35,000/- plus applicable taxes and out of pocket expenses for the financial year ending March 31, 2015. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

By Order of the Board

Ankush Wadhawan

Company Secretary

Regd Office: 9/1, R N Mukherjee Road

Kolkata – 700001

Dated: 20th November, 2013

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s): _____

Registered Address: _____

E-mail ID: _____

Folio/ DP ID - Client ID No.: _____

I/We being the member(s) of _____ shares of Gobind Sugar Mills Limited hereby appoint:

(1) Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him;

(2) Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him;

(2) Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him;

as my/our proxy in my/our absence to attend and vote for me/us, and on my/our behalf, at the **Annual General Meeting** of the Company, to be held on Friday, 12th September, 2014 and at any adjournment thereof.

SL No	Resolutions	Optional*	
		For	Against
1	Adoption of Financial Statements for the year ended March 31, 2014		
2	Re-appointment of Mr. N. Suresh Krishnan, who retires by rotation.		
3	Re-appoint M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, Registration No. 301003E as Statutory Auditors of the Company		
4	Appointment of Mr. R.N. Ratnam as an Independent Director.		
5	Appointment of Mr. Marco Wadia as an Independent Director.		
6	Appointment of Mr. Anil C. Gupta as an Independent Director.		
7	To authorise Board of Directors of the Company to borrow from time to time.		
8	To authorise Board of Directors of the Company to create encumbrance on the property of the Company for securing loans		
9	To authorise Board of Directors of the Company to make contributions to Charitable, other funds		
10	To ratify the remuneration of the cost auditor for the financial year 2014-15		

AS WITNESS my/our name/names this day of2014

.....
Signature

NOTES :

1. The proxy need not be a member
2. The proxy duly executed should reach the Registered Office of the Company at least 48 hours before the time of Meeting.
3. A Proxy need not be a member of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
- *4. This is only Optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate

ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall)

I hereby record my presence at the **Annual General Meeting** held on Friday, 12th September, 2014, at 3:00 PM at 9/1, R.N. Mukherjee Road, Kolkata - 700 001

Name of Shareholder/Proxy*

.....

Address.....

No. of Shares

held.....Folio No.....

*Strike out whichever is not applicable

Signature of shareholder/Proxy

(To be signed at the time of handing over this slip)