

GOBIND SUGAR MILLS LIMITED

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

NOTICE

Notice is hereby given that the Sixty Third Annual General Meeting of GOBIND SUGAR MILLS LIMITED will be held on Friday, 25th September, 2015 at 2.45 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 receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet for the year ended 31st March, 2015 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended 31st March, 2015 including audited Consolidated Balance Sheet for the year ended 31st March, 2015 and the Consolidated Statement of Profit and Loss Account for the year ended on that date and the Report of the Auditors thereon.
3. To appoint a Director in place of Mr. N. Suresh Krishnan, who retires by rotation and is eligible for reappointment.
4. To appoint Auditors and 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 pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N / N500013), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM), for five (5) years till the conclusion of AGM of the company to be held in the year 2020 (subject to ratification of their appointment at every AGM), on such remuneration and terms of engagement as would be decided by the Board of Directors of the Company or committee thereof.”

Special Business:

5. Appointment of Cost Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 148 and 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 40,000/- plus applicable taxes and out of pocket expenses for the financial year ending 31st March, 2016 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.”

6. Appointment of Smt. Indira Varadarajan 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 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 re-enactment thereof for the time being in force), Smt. Indira Varadarajan (holding DIN 07128153) Director of the Company, who was appointed as an Additional Director of the Company upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 1st April, 2015 to 31st March, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things as they deem necessary in relation thereto, and to file all the necessary documents with Registrar of Companies for the purpose of giving effect of this resolution.”

7. Appointment of Mr. R.S. Raghavan as Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 2(54), 152, 196, 203, Schedule V and other applicable provisions of Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such approvals, permissions, and sanctions, as may be required, approval of the shareholders be and is hereby accorded to the appointment and remuneration of Mr. R S Raghavan (holding DIN 00362555) as the Managing Director of the Company to hold office for a period of 3 years from 28th August, 2015 to 27th August, 2018 on the terms and conditions mentioned in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the company (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee thereof, for the time being exercising the powers conferred by the Board by this Resolution) be and is hereby authorised to vary, increase, enhance, or widen from time to time the terms and conditions of appointment and remuneration of the Managing Director during the period 28th August, 2015 to 27th August, 2018 subject to the same not exceeding the limits specified under Schedule V to Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

8. Alteration of Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014

(including any statutory modifications and re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to alter and adopt new set of Articles of Association of the Company by replacing all the existing regulations as per the draft regulations contained in the Articles of Association submitted to this meeting and the same be and are hereby approved and adopted as new regulations of the Articles of Association of the Company and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things as they deem necessary in relation thereto, and to file all the necessary documents with Registrar of Companies for the purpose of giving effect of this resolution.”

By Order of the Board

Laxman Aggarwal

Company Secretary

Regd Office: 9/1, R N Mukherjee Road

Kolkata – 700001

Dated: August 20, 2015

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. **A MEMBER HOLDING MORE THAN 10% 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.**
3. **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.**

4. 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.

5. 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

6. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of 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.

7. 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.

8. 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.

9. 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.

10. Electronic copy of the Annual Report for 2014-15 is being sent to all the members 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 Annual Report for 2014-15 are being sent in the permitted mode.

11. 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 Participants(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.
12. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2014-15 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.
13. Shareholders are requested to notify any change of address:
 - (i) To their Depository Participants (DPs) in respect of the shares held in Demat form; and
 - (ii) To the Company at its Registered Office at 9/1, R N Mukherjee Road, Kolkata – 700 001 in respect of shares held in physical form
 - (iii) In case the mailing address mentioned on this Annual Report is without the Pin Code, kindly inform the same to DP of the Company
14. 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.
15. The Statement of Profit and Loss for the year ended 31st March, 2015, 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 11.00 AM 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.

16. **E-Voting:** In compliance with provisions of Section 108 of Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide notification dated 19th March 2015, 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 22nd September, 2015 and ends on 24th September, 2015. 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 18th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both 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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN 150824002 for the relevant “Gobind Sugar Mills Ltd” on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to 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 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 linked in the login 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

- (xx) The Board of Directors has appointed CS A K Labh, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (xxi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman / Managing Director of the Company.
 - (xxii) The results on resolutions shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution(s).
 - (xxiii) The Results declared along with the Scrutinizer’s Reports will be available on the website of the Company (www.gobindsugar.com) within two (2) days of passing of the resolutions and communication of the same to the Calcutta Stock Exchange Limited (CSE) for download by the members of the Company.
17. The brief profiles of Mr. N Suresh Krishnan and Mr. R S Raghavan have been provided in the corporate governance Report along with details as to their shareholding.

EXPLANATORY STATEMENT TO SPECIAL BUSINESS

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

Item No. 4

This explanatory statement is provided though strictly not required as per section 102 of the Act. M/s 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 2014-15 at the Annual General Meeting (AGM) of the Company held on September 17, 2014.

Accordingly, the audit of the Company for financial year 2014-15 was conducted by M/s 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 read with Rule 3 of Companies (Audit and Auditors) Rules, 2014, Listed Companies are required to appoint chartered accountant or a firm thereof as statutory auditors of the Company for a term of 5 years, subject to ratification of shareholders at every Annual General meeting till 6th AGM. The auditors can be appointed for maximum of 2 consecutive terms of 5 years each (10 year consecutively). The audit firm which has completed its term of 10 years in aggregate shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term. 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 out of which one year will expire at the conclusion of next AGM.

As rotation of M/s S.R. Batliboi & Co., LLP, the existing Statutory Auditors of the Company, the Audit Committee of the Company vide its meeting held on 11th August, 2015 had approved and recommended the appointment of M/s Walker Chandiok & Co LLP (Regn. No. 001076N / N500013) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM), for five (5) years till the conclusion of AGM of the company to be held in the year 2020 which was also approved by the Board of Directors vide its meeting held on 12th August, 2015 subject to approval of shareholders in this AGM.

Accordingly, 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. 5

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 40,000/- plus applicable taxes and out of pocket expenses for the financial year ending March 31, 2016. 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.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

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

Item No. 6

Smt. Indira Varadarajan was appointed as Additional Director of the Company w.e.f. 23rd March, 2015. Her term as Additional Director is upto the Annual General Meeting.

Smt. Indira Varadarajan, aged 69 years, M.A. in Psychology from Delhi University and having over 45 years of experience mainly in social sector including association with various NGOs. She is also actively involved in various CSR activities in various states of India some of which includes village education, social marketing of sanitation / hygiene products, Child rights protection measures, Women's cell Sexual Harassment & Domestic Violence, child health, natural resource management, women's self help groups formation, adolescent health, HIV / AIDS prevention, behaviour change programmes for youth and others.

Her past membership in professional bodies includes the following:

- Associated with CII, Community & Social Development
- Member Technical Assessment & Grants Sanctioning Committee, Mother NGO for Field NGOs in 4 district of Himachal Pradesh under RCH Programmes, Ministry of Health & Family Welfare, Government of India.
- Member Governing Board of SOSVA, an NGO
- Member Grievance Cell for women employees in Anand Automotive Systems.
- Member RECARD (Regional Committee for Agriculture and Rural Development, NABARD)
- NGO Networks, Kedavri (for Adolescents).

- Anand Bharatiya as its Vice-chairperson (working for women & child development)
- Anand Kala Kendra as Vice-chairperson (Integration of performing arts (theatre/puppetry) and other arts/crafts for communication, skills training)

Currently, She is also a director in Kailash Foundation which is a not for profit organization aiming at helping build a strong, enlightened and progressive India by taking integral education to the grassroots level by way of undertaking various social activities.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Smt. Indira Varadarajan, being eligible and offers herself for appointment, as an independent director for five consecutive years.

A notice has been received from member proposing Smt. Indira Varadarajan as a candidate for the office of director of the Company. In the opinion of the Board, she fulfills the conditions specified in the Act for such an appointment.

The Board of Directors has recommended the appointment of Smt. Indira Varadarajan as an Independent Director and accordingly the proposal is now being placed before the Members for their approval.

Except Smt. Indira Varadarajan, 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.

Item No. 7

The Board of Directors of the Company at its meeting held on 12th August, 2015 had re-appointed Mr. R S Raghavan as the Managing Director of the Company, for a period of three years, at no material remuneration with effect from 28th August, 2015. As a Managing Director of the Company Mr. R S Raghavan shall be responsible to give vision and direction to the Management team of the Company in accomplishment of its business plan effectively and efficiently and shall otherwise be entrusted with substantial power of management of the Company subject to superintendence, control and directions of the Board of Directors of the Company.

Brief terms and conditions of the appointment of Mr. R S Raghavan as below:

1. Term and Termination:

- a.) Subject as hereinafter provided, this Agreement shall remain in force up to three years unless terminated earlier

b.) This Agreement may be terminated earlier by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration in lieu of such notice.

2. Duties & Powers:

The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time

3. **Remuneration:** Rs.1 per month. Any increments, effective dates of which, will be decided by the Board, will be merit-based and take into account the Company's performance as well.

4. **Variation:** The terms and conditions of the appointment of the Managing Director and / or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, within the maximum limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.

5. **Agreement co-terminus with employment / directorship:** If and when, Mr. R S Raghavan will cease to be the Managing Director for any reason whatsoever, this Agreement shall also expire and considered terminated.

Mr. R S Raghavan does not hold any equity share in the Company.

The Resolution above is placed before the shareholders for approval.

None of the Directors of the Company and Key Managerial Personnel (KMP) of the Company or relatives of directors and KMP is/are concerned or interested in this resolution except Mr. R S Raghavan.

Item No. 8

The existing Articles of Association ("AOA") of the Company are based on the provisions of the earlier Companies Acts and several regulations in the Articles of Association contained references to the provisions of the earlier Companies Acts.

The existing regulations contained in the Articles of Association require substantial alteration/modification or deletion. Hence, it is proposed to adopt a new set of Articles by replacing the existing AOA.

Pursuant to Section 14 of the Act, any amendment in the AOA of the Company would require the approval of the shareholders by way of passing a Special Resolution. Hence, the Board recommends the resolution to the shareholders for their approval.

The proposed new draft AOA shall be available on the website of the Company for the perusal of the shareholders.

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

By Order of the Board

Laxman Aggarwal

Company Secretary

Regd Office: 9/1, R N Mukherjee Road

Kolkata – 700001

Dated: August 20, 2015

GOBIND SUGAR MILLS LIMITED

CIN No. L15421WB1952PLC020577

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

Corp. Office: 5th Floor, Tower – A, Global Business Park,
Sector 26, M G Road, Gurgaon – 122 002, Haryana

Tel: +91 124 4827800, Fax: +91 124 421046

Email: gsml.aira@adventz.com, Website: www.gobindsugar.com

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;

(3) 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, 25th September, 2015 at 2.45 p.m. at 9/1 R N Mukherjee Road, Kolkata – 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional*	
		For	Against
1	Adoption of Financial Statements for the year ended March 31, 2015		
2	Adoption of Consolidated Financial Statements for the year ended March 31, 2015		
3	Re-appointment of Mr. N. Suresh Krishnan, who retires by rotation and is eligible for re-appointment		
4	Appointment of M/s Walker Chandiok & Co, LLP, Chartered Accountants, as Statutory Auditors of the Company		
5	Appointment and remuneration of the cost auditor for the financial year 2015-16		
6	Appointment of Smt Indira Varadarajan as an Independent Director of the Company		
7	Appointment of Mr. R S Raghavan as Managing Director of the Company		
8	Alteration of Articles of Association of the Company		

AS WITNESS my/our name/names this day of2015

.....
Signature of Shareholder

.....
Signature of Proxy holder (s)

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, 25th September, 2015, at 2:45 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)