

**GOBIND SUGAR MILLS LIMITED**

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

**NOTICE**

Notice is hereby given that the Sixty Fourth Annual General Meeting of GOBIND SUGAR MILLS LIMITED will be held on Friday, 15<sup>th</sup> July 2016 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 31<sup>st</sup> March, 2016 including audited Balance Sheet for the year ended 31<sup>st</sup> March, 2016 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 appoint a Director in place of Mr. N. Suresh Krishnan, who retires by rotation and is eligible for reappointment.
3. To ratify the appointment of Auditors and fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of Section 139 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) and in line with the Ordinary Resolution passed by the Members at 63<sup>rd</sup> Annual General Meeting held on September 25, 2015, appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N / N500013), as Statutory Auditors of the Company (for five years from the conclusion of 63<sup>rd</sup> Annual General Meeting) be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of 65<sup>th</sup> Annual General Meeting to be held in the year 2017.

**“RESOLVED FURTHER THAT** the Audit Committee and / or Board of Directors be and is hereby authorized to fix their remuneration and terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard.”

## **Special Business:**

### **4. Appointment and Remuneration 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 re-enactment 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 31<sup>st</sup> March, 2017 as recommended by the Audit Committee and approved by the Board of Directors be paid to Mr. Somnath Mukherjee, F.C.M.A., Cost Accountant, for conducting the Cost Audit be and is hereby approved and ratified.”

### **By Order of the Board**

**Laxman Aggarwal**

**Company Secretary**

Regd Office: 9/1, R N Mukherjee Road

Kolkata – 700001

Dated: June 07, 2016

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### **NOTES:**

- 1. THE EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF COMPANIES ACT, 2013 IS ANNEXED HERewith AND FORMS PART OF THE NOTICE.**
- 2. 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.**
- 3. 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.**

4. **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.**
5. 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.
6. 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](mailto:kolkata@linkintime.co.in)
7. 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.
8. 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.
9. 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.

10. Details under Regulation 34 read with Schedule V of the Listing Regulations 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.
11. Electronic copy of the Annual Report for 2015-16, 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 in the permitted mode.
12. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.gobindsugar.com](http://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 31<sup>st</sup> March, 2016, 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, 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 11<sup>th</sup> July, 2016 and ends on 14<sup>th</sup> July, 2016. 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 8<sup>th</sup> July, 2016 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
<p>Dividend Bank Details</p> <p><b>OR</b> Date of Birth (DOB)</p>	<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"> <li>• 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).</li> </ul>

- (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 160525003 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 immediately after conclusion of the e-voting, count the votes cast at the meeting and unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will prepare a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman / Managing Director of the Company or as per their instructions.
  - (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](http://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.
16. The brief profile of Mr. N Suresh Krishnan has been provided in the corporate governance Report along with details as to his shareholding.



## **EXPLANATORY STATEMENT TO SPECIAL BUSINESS**

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

### **Item No. 4**

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, 2017. 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.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

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**

**Laxman Aggarwal**

**Company Secretary**

Regd Office: 9/1, R N Mukherjee Road

Kolkata – 700001

Dated: June 07, 2016

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# GOBIND SUGAR MILLS LIMITED

CIN No. L15421WB1952PLC020577

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

Corp. Office: 5<sup>th</sup> Floor, Tower – A, Global Business Park,

Sector 26, M G Road, Gurgaon – 122 002, Haryana

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

Email: [ig.gsml@adventz.com](mailto:ig.gsml@adventz.com), Website: [www.gobindsugar.com](http://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, 15<sup>th</sup> July, 2016 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, 2016		
2	Re-appointment of Mr. N. Suresh Krishnan, who retires by rotation and is eligible for re-appointment		
3	Ratification of the appointment of M/s Walker Chandiook & Co, LLP, Chartered Accountants, as Statutory Auditors of the Company		
4	Appointment and remuneration of the cost auditor for the financial year 2016-17		

Signed this ..... day of .....2016

.....  
Signature of Shareholder

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

Affix  
Revenue  
Stamp

**NOTES :**

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

\*4. This is only Optional. Please put a '√' 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, 15<sup>th</sup> July, 2016, at 2.45 p.m. 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)

# ROUTE MAP TO THE AGM VENUE

