



GOBIND SUGAR MILLS LIMITED

Corporate Identification Number: L15421WB1952PLC020577
Regd Office : 9/1, R N Mukherjee Road, Kolkata – 700 001
Tel : +91 124 4827800, Fax : +91 124 421046
E-mail : ig.gsml@adventz.com, Website : www.gobindsugar.com

NOTICE

Notice is hereby given that the Sixty Sixth Annual General Meeting of GOBIND SUGAR MILLS LIMITED will be held on Friday, 10th August 2018 at 2.45 P.M. at Texmaco House, Belgharia, Kolkata – 700 056 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2018 including Audited Balance Sheet for the financial year ended 31st March, 2018 and the Statement of Profit and Loss Account for the financial 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 re-appointment.

Special Business:

3. 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 reenactment thereof, for the time being in force), the remuneration of Rs 50,000/- plus applicable taxes and out of pocket expenses for the financial year ending 31st March, 2019 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.”

4. Re-appointment of Mr. R. S. Raghavan as Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 2(54), 152, 196, 197, 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 Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), Articles of Association of the Company, recommendations of Nomination and Remuneration Committee and Board of Directors and subject to such approval(s), permission(s) and sanction(s), as may be required, approval of Members of the Company be and are hereby accorded to the re-appointment and remuneration of Mr. R. S. Raghavan (holding DIN 00362555) as the Managing Director and Key Managerial Personnel (“KMP”) of the Company to hold office for a further period of 3 years from 28th August 2018 to 27th August 2021 on the terms and conditions mentioned in the Explanatory Statement annexed to this Notice convening this meeting and as enumerated in the Agreement dated May 23, 2018, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification has been submitted to this meeting, which agreement is also hereby specifically approved.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196(3) read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding of office of Managing Director by Mr. R. S. Raghavan upon attaining the age of 70 (Seventy) years on 28th October 2018 during the currency of the the term of office as mentioned above.

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 authorized to vary, increase, enhance or widen from time to time the terms and conditions of appointment and remuneration of the Managing Director without any requirement for further approval of the members during the period 28th August 2018 to 27th August 2021 subject to the remuneration 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 authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit and to settle any question, 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.”

By Order of the Board

Regd Office:
9/1, R N Mukherjee Road
Kolkata – 700001
Dated: May 23, 2018

Sd/-
Laxman Aggarwal
Company Secretary
M. No.: A 19861

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

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 period. 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 are requested to get their holdings dematerialized on immediate basis in order to comply with the SEBI initiatives for the same.
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. The Abridged Financial Statements in prescribed form AOC-3A for financial year 2017-18, 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 under Section 136(1) of Companies Act, 2013 read with Rule 10 of Companies (Accounts) Rules, 2014 in the permitted mode.

12. Members may also note that the Notice of the Annual General Meeting and the Annual Report for financial year 2017-18 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. Members are requested to notify any change of address:
- (i) To their Depository Participants (DPs) in respect of the shares held in Demat form;
 - (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; and
 - (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 financial year ended 31st March, 2018, 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 06th August, 2018 at 10:00 AM and ends on 09th August, 2018 at 5:00 PM. 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 03rd August, 2018 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 sequence number which is printed on Attendance Slip 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)	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. • 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).
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- (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 180702024 for Equity Shareholders and EVSN 180703007 for 7% Non Convertible Redeemable Preference Shareholders for the relevant “Gobind Sugar Mills Limited” 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 a 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. Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Institutional Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 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 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.
- (xxi) 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.
- (xxii) The Board of Directors has appointed Mr. Atul Kumar Labh, Practising Company Secretary (FCS-4848/CP-3238), as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiii) 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 / Company Secretary of the Company or as per their instructions.

- (xxiv) 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).
 - (xxv) 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 Metropolitan Stock Exchange of India Limited (MSEI) for download by the members of the Company.
16. The brief profiles of Mr. R. S. Raghavan and Mr. N Suresh Krishnan have been provided in the Corporate Governance Report along with details as to their respective shareholding.
17. Pursuant to the provisions of Section 124 of Companies Act, 2013, as amended, dividend remaining unclaimed / unpaid for a period of seven years from the date of such transfer is required to be transferred to the Investor Education Protection Fund of the Central Government (Fund). In respect of dividend declared by the Company, if any, during the financial years ended 30th June 2007 to 30th June 2009, the Company does not have any amounts which were required to be transferred to the Fund by the Company. Accordingly, there is no liability on the part of the Company to transfer any Shares in the demat suspense account / unclaimed suspense account.

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 Special Business items in the accompanying Notice:

Resolution No. 3

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. 50,000/- plus applicable taxes and out of pocket expenses for the financial year ending March 31, 2019. 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 Members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Resolution No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

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

Resolution No. 4

The Members of the Company at the 63rd Annual General Meeting held on 25th September, 2015 had approved the appointment of Mr. R. S. Raghavan as Managing Director of the Company for a period of three years effective from 28th August, 2015 upto 27th August 2018 under the relevant provisions of Companies Act, 2013.

Mr. R. S. Raghavan, is a Chartered Accountant and has over 46 years of experience in wide range of industries such as Fertilisers, Chemicals, Steel, Textile and Electronics. He also has rich experience in Merchant Banking activities such as mergers and acquisitions, raising loans etc. He was also associated with renowned companies including Steel Authority of India, Samtel Color Limited and Birla Home Finance Limited at senior positions. Now, he has been associated with various group entities of Adventz and related companies.

The Board of Directors of the Company at its meeting held on 02nd May, 2018 had re-appointed Mr. R. S. Raghavan as the Managing Director and Key Managerial Personnel of the Company, for a period of three years, at no material remuneration with effect from 28th August, 2018. As a Managing Director of the Company Mr. R. S. Raghavan shall be responsible to give vision and direction to 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 for re-appointment of Mr. R. S. Raghavan as below:

1. Terms 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/- (Rupee One Only) 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 and the same will also be in accordance with provisions of Section 197, Schedule V of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended.

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. Raghavan will cease to be the Managing Director for any reason whatsoever, this Agreement shall also expire and considered terminated.

As required in terms of Section 196(3) of Companies Act, 2013, the Company seeks consent of the members by way of Special Resolution for re-appointment of Mr. Raghavan who will be attaining the age of 70 years w.e.f. 28th October 2018 i.e. during the currency of his term of appointment. The members may also note that during his previous term as Managing Director of the Company, Mr. Raghavan had under difficult and trying circumstances, with the guidance of the Chairman of the Company turned around the Company and its operations and added significantly to the value-based assets. His continuance as the Managing Director would serve the best interest of the Company. The Board therefore recommends the Special Resolution for your approval.

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

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.

By Order of the Board

Sd/-

**Laxman Aggarwal
Company Secretary
M. No. – A 19861**

**Regd Office:
9/1, R N Mukherjee Road
Kolkata – 700001
Dated: May 23, 2018**