



**adventz**

# GOBIND SUGAR MILLS LIMITED

CIN No. L15421WB1952PLC020577

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

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

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

## **POSTAL BALLOT NOTICE**

Dear Members,

Notice is hereby given to the members of Gobind Sugar Mills Limited (“the Company”) pursuant to Section 110 of Companies Act, 2013 (“the Act”) read with Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force) seeking their consent for passing the resolution mentioned below by way of Postal Ballot / E-voting, as **SPECIAL BUSINESS**:

1. To consider and if thought fit, to pass the following resolution as a Special Resolution:

### **Issue and allotment of Redeemable, Non-Convertible Debentures ('NCDs') aggregating up to Rs. 500 Crores**

“**RESOLVED THAT** pursuant to the provisions of Sections 42,71 and other applicable provisions, if any, of Companies Act, 2013 (“the Act”) read with Rule 14 of Companies (Prospectus of Securities) Rules, 2014 and Rule 18 of Companies (Share Capital and Debentures) Rules, 2014 and any other applicable rule(s), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant guidelines issued by Reserve Bank of India (including any statutory modification(s), amendment, substitution or re-enactment thereof for the time being in force) and other applicable statutes, rules, regulations, guidelines, notifications and circulars and pursuant to the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof) to issue, offer, invite for subscription and to allot on private placement basis or any other basis as may be approved by the Board/ Committee, the Secured/ Unsecured/ Redeemable Non-Convertible Debentures (NCDs) for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) to eligible investors (whether residents, non-residents, institutions, banks, incorporated bodies, asset management companies, mutual funds, venture capital funds, financial institutions, individuals, trustees, stabilizing agents or otherwise and whether or not such investors are members of the Company), either in Indian Rupees or an equivalent amount in any foreign currency, in one or more tranches, which will be valid for a period of one year from the date of passing of this resolution within the overall borrowing limits of the Company, as may be approved by the Members of the Company from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board / Finance & Corporate Affairs Committee, be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, redemption, tenor, interest rate, redemption period, premium / discount, listing on Stock Exchange(s) (if required), utilization of issue proceeds, creation of security, appointment of debenture trustee(s) and any other agency(ies) and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard and matters connected therewith or incidental thereto.

**Regd Office:**

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

Date : March 12, 2018

**By Order of the Board**

**Sd/-  
Laxman Aggarwal  
Company Secretary  
M No. : A19861**

## NOTES:

1. An Explanatory Statement as required under Section 102 of Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 in respect of the business specified above alongwith the material facts is annexed hereto.
2. The Board of Directors has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (FCS-4848/CP-3238) as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot notice is being sent to all the Members, whose names appear in the Register of members / Beneficial Ownership statements maintained by the depositories as on the close of business hours on Friday, 09th March 2018.
4. In accordance with the provisions of Section 101 of Companies Act, 2013 read with Rule 18 and Rule 22 of Companies (Management and Administration) Rules, 2014, the Postal Ballot notice is being sent to all the members in permitted mode.
5. The last date of receipt of Postal Ballot i.e. 18th April 2018 will be taken to be the date of passing of the relevant resolution by the members of the Company.
6. All documents referred to in the postal ballot notice and Explanatory Statement setting out all material facts and other statutory registers are open for inspection by the Members at the Registered office of the Company between 10.00 a.m. and 1.00 p.m. on all working days except Saturdays and Sundays upto the date of announcement of the results of the Postal Ballot.
7. The Special Resolution mentioned above shall be declared as passed if the number of votes cast in its favour are not less than three times the number of votes cast against the said resolution.
8. The Scrutinizer will submit his report to the Company after completion of scrutiny of the Postal Ballot forms.
9. The results of the Postal Ballot will be announced by the Managing Director and / or Company Secretary or any officer duly authorized by the Board on 20th April 2018 by 4.30 p.m. at the Corporate Office of the Company.
10. Instructions for Voting by Physical Postal Ballot Form:

A member desirous of exercising his vote by postal ballot shall complete the enclosed postal ballot form and with assent (for) or dissent (against) by filling the necessary details by putting the signature at the marked place in the postal ballot and putting the ballot in the enclosed postage prepaid business reply envelope directed to the Scrutinizer, to reach on or before 18th April 2018. The assent or dissent received after 18th April 2018 would be strictly treated as if reply from the member has not been received. The postal charges shall be borne by the Company.

### 11. **E-voting facility:**

The Company is offering E-voting facility also in addition to voting through Postal Ballots, as required under Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act, which would enable the members to cast the votes electronically, instead of Physical Postal Ballot form. For this purpose, the Company has entered in to an agreement with Central Depository Services (India) Limited for facilitating e-Voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

12. The e-voting period commences on Tuesday, the 20th March 2018 at 10.00 A.M. and ends on Wednesday, the 18th April 2018 at 5.00 P.M. During this period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, 09th March 2018 may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
13. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the section 108 of Companies Act, 2013 and Rules made thereunder, as amended, as on the cut-off date, being Friday, the 09th March 2018.
14. The Scrutinizer shall immediately after conclusion of the e-voting period, count the votes and 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 or as per their instructions.
15. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.gobindsugar.com](http://www.gobindsugar.com)) for download by the members of the Company within two (2) days of passing of the resolution and communication of the same to the Stock Exchange(s).

### **The instructions for Members voting electronically are as under:**

- (i) The voting period begins on 20th March 2018 and ends on 18th April 2018. During this period members' of the Company,

holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 09th March 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Members can opt for only one mode of voting i.e., either by post or e-voting. If the members opt for e-voting, they should not vote by post and vice-versa. In case members cast their vote by post as well as e-voting, then voting done by e-voting will prevail and voting done by post shall be considered as invalid.
- (iii) The members 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>	
<b>PAN</b>	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>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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. <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 resolution contained in this Notice.
- (xii) Click on the EVSN **180308003** 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 print out 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) Members 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Institutional Shareholders, if any.
- 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)

## **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS:**

### **Item No. 1**

In order to improve the working and performance of the Company and to provide the necessary flexibility of structuring the borrowings of the Company in the optimal manner depending on the prevailing market conditions, the Company proposes to offer, issue and allot Redeemable Non-Convertible Debentures (“NCDs”) up to Rs. 500 Crores in such manner and on such terms and conditions as may be deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee thereof). The NCDs may be listed at any point of time on such Stock Exchange(s) as the Company may decide.

In accordance with the provisions of Section 42, 71 of Companies Act, 2013 read with Rule 14 of Companies (Prospectus of Securities) Rules, 2014 provides that a Company offering or making an invitation to subscribe NCDs on private placement basis shall obtain prior approval of members by way of special resolution. The special resolution shall be valid for a period of one year for all the offers or invitations for such NCDs made during the year.

The Company may offer or invite subscription for NCDs in one or more tranches / series on private placement basis to persons who may or may not be members of the Company. NCDs may be secured by mortgage / charge on the assets of the Company and may also be listed on one or more stock exchange.

The proposed borrowings along with the existing borrowings of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would not exceed the borrowing limit approved by the members from time to time.

The approval of the members is, therefore, sought for the proposed issue of NCDs and for authorizing the Board to issue NCDs on the terms and conditions as may be deemed appropriate by the Board.

The Directors recommends the resolution for members' approval as Special Resolution. None of the Directors, Key Managerial Personnel or their relative are in any way interested or concerned, financially or otherwise in this Resolution.

### **Regd Office:**

9/1, R N Mukherjee Road  
Kolkata – 700 001  
Date : March 12, 2018

**By Order of the Board**

**Sd/-  
Laxman Aggarwal  
Company Secretary  
M No. : A19861**