



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

E-mail : 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 (including any statutory modification(s) and / or re-enactments thereof for the time being in force) seeking their consent for passing the resolutions mentioned below by way of Postal Ballot / E-voting, as **SPECIAL BUSINESSES**:

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

Rescinding of resolution for increase in authorized share capital of the Company

“**RESOLVED THAT** pursuant to the provisions of Clause 16.8 of Secretarial Standard SS-2 read with applicable provisions under Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the resolution no. 2 of the postal ballot notice dated 10th December 2016 being passed by the shareholders on 19th January 2017 with respect to increase in Authorized Share Capital of the Company from Rs. 200,00,00,000 (Rupees Two Hundred Crores) to Rs. 250,00,00,000 (Rupees Two Hundred Fifty Crores), be and is hereby rescinded and not to be acted upon and accordingly the Authorised Capital of the Company in terms of Clause 5(a) of the Memorandum of Association of the Company shall continue to be Rs. 200,00,00,000/- only consisting of 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of Rs. 10/- each and 13,50,00,000 (Thirteen Crores Fifty Lacs) Preference Shares of Rs. 10/- each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and / or the Company Secretary, be and are hereby severally authorised to take such steps and to do and perform all such acts, deeds, matters and things and make, sign and file such applications / forms with Registrar of Companies and / or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard, in such manner as may appear to the Board of Directors to be most beneficial to the Company.

RESOLVED FURTHER THAT any act done in pursuance of the earlier resolution passed by the shareholders as aforesaid be and is hereby rescinded and not to be acted upon.”

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

Rescinding of resolution for Amendment in Capital Clause of Memorandum of Association of the Company

“**RESOLVED THAT** pursuant to the provisions of Clause 16.8 of Secretarial Standard SS-2 read with applicable provisions under Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the resolution no. 3 of the postal ballot notice dated 10th December 2016 being passed by the shareholders on 19th January 2017 with respect to amendment in the existing Capital Clause 5 (a) of the Memorandum of Association of the Company, be and is hereby rescinded and not to be acted upon and accordingly the Authorised Capital of the Company in terms of Clause 5(a) of the Memorandum of Association of the Company shall continue to be Rs. 200,00,00,000/- only consisting of 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of Rs. 10/- each and 13,50,00,000 (Thirteen Crores Fifty Lacs) Preference Shares of Rs. 10/- each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and / or the Company Secretary, be and are hereby severally authorised to take such steps and to do and perform all such acts, deeds, matters and things and make, sign and file such applications / forms with Registrar of Companies and / or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard, in such manner as may appear to the Board of Directors to be most beneficial to the Company.

RESOLVED FURTHER THAT any act done in pursuance of the earlier resolution passed by the shareholders including amendment in the existing Capital Clause 5 (a) of the Memorandum of Association of the Company as aforesaid be and is hereby rescinded and restored to its original position / not to be acted upon.”

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

Rescinding of resolution for issue of up to 5,00,00,000 Preference Shares of Rs 10/- each to persons other than the existing equity shareholders of the Company

“**RESOLVED THAT** pursuant to the provisions of Clause 16.8 of Secretarial Standard SS-2 read with applicable provisions under Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the resolution no. 4 of the postal ballot notice dated 10th December 2016 being passed by the shareholders on 19th January 2017 with respect to issue of up to 5,00,00,000 (Five Crores) Preference Shares of Rs. 10/- each for an aggregate face value of a sum of Rs. 50,00,00,000 (Rupees Fifty Crores) to those persons who on the date of issuance of Preference Shares may or may not be the equity shareholders of the Company), be and is hereby rescinded and not to be acted upon.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and / or the Company Secretary, be and are hereby severally authorised to take such steps and to do and perform all such acts, deeds, matters and things and make, sign and file such applications / forms with Registrar of Companies and / or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard, in such manner as may appear to the Board of Directors to be most beneficial to the Company.

RESOLVED FURTHER THAT any act done in pursuance of the earlier resolution passed by the shareholders as aforesaid be and is hereby rescinded and not to be acted upon."

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

Alteration of Articles of Association of the Company

"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 the existing Article 2(b) of the Articles of Association of the Company and replace the same with the following new Article 2(b):

"The Act" means Companies Act, 2013 and includes where the context so admits any re-enactment or statutory modification thereof for the time being in force and the rules as framed and notified by the Central Government from time to time related to the provisions of the said Act as amended from time to time and also includes where the context so admits the reference to the previous Companies Act, 1956 for the applicable provisions of the said Act which has not been repealed so far or are in existence till date.

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."

Regd Office:

9/1, R N Mukherjee Road
Kolkata – 700 001
Date : May 19, 2017

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 along with the material facts is annexed hereto.
2. As per Section 110 of Companies Act, 2013 read with Rules made thereunder, the item of business set out in the Notice above is sought to be passed by Postal Ballot.
3. The Board of Directors has appointed Mr. Atul Kumar Labh, Practising 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.
4. The Postal Ballot notice is being sent to all the shareholders, whose names appear in the Register of members / Beneficial Ownership statements maintained by the depositories as on the close of business hours on Friday, 23rd June 2017.
5. 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.
6. The date of declaration of results of the Postal Ballot will be taken to be the date of passing of the relevant resolutions by the members of the Company.
7. 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.
8. 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.
9. The Scrutinizer will submit his report to the Company after completion of scrutiny of the Postal Ballot forms.
10. 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 11th August 2017 by 4.30 p.m. at the registered office of the Company.
11. 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 09th August 2017. The assent or dissent received after 09th August 2017 would be strictly treated as if reply from the shareholder has not been received. The postal charges shall be borne by the Company.

12. 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 shareholders to cast the votes electronically, instead of Physical Postal Ballot form. For this purpose, the Company has entered in to an agreement with M/s Central Depository Services (India) Limited for facilitating e-Voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.

13. The e-voting period commences on Tuesday, the 11th July 2017 at 10.00 A.M. and ends on Wednesday, the 09th August 2017 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, the 23rd June 2017 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.
14. 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 23rd June 2017.
15. 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.
16. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.gobindsugar.com) for download by the members of the Company within two (2) days of passing of the resolutions and communication of the same to Calcutta Stock Exchange and Metropolitan Stock Exchange.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 11th July 2017 and ends on 09th August 2017. 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 23rd June 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders 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 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	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"> • 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)	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"> • 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 170627002 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) 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. 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 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

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

Item No. 1, 2 & 3

With a view to improve the working and performance of the Company, amongst others, the members of the Company had passed the following enabling resolutions vide postal ballot notice dated 10th December 2016 in connection with expected infusion of additional funds from promoter group companies for the purpose of implementation of new projects, expansion and other related activities etc.

- Increase the authorized share capital of the Company;
- Amendment in capital clause of Memorandum of Association of the Company;
- Issue of upto 5,00,00,000 preference shares of Rs. 10/- each to persons other than the existing equity shareholders of the Company.

Keeping in view the prevalent financial conditions of the Company, the increase in the authorized share capital and other related enabling resolutions as above said are not required as of now and needs to be rescinded and not to be acted upon.

In accordance with the provisions of Clause 16.8 of Secretarial Standard SS-2 and other applicable provisions of Companies Act, 2013, if the Company require to rescind any resolution which is passed by subsequent postal ballot subsequently, it can be rescinded only by way of resolution passed by way of another subsequent postal ballot. Hence, the concerned Resolutions at item no. 1, 2 & 3 are placed for the approval of the Members. The Board of Directors accordingly recommends the said resolutions for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and/or KMP is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to their Shareholding interest, if any, in the Company.

Item No. 4

The existing Article 2 (Interpretation) of Articles of Association ("AOA") of the Company defines the Act as follows:

"The Act" means "Companies Act, 2013" or any statutory modification or re-enactment thereof for the time being in force.

Keeping in view that there are still some provisions of Companies Act 2013 which are yet to be notified by MCA and until those provisions are notified, the provisions of the Companies Act, 1956 would remain applicable, therefore it would be in the interest of the Company if it also include the reference of the previous Companies Act, 1956 in the definition of "the Act" in addition to Companies Act, 2013.

Pursuant to Section 14 of the Act, any amendment in the AOA of the Company 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 after the abovesaid amendment 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/or KMP is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Regd Office:

9/1, R N Mukherjee Road
Kolkata – 700 001
Date : May 19, 2017

By Order of the Board
Sd/-
Laxman Aggarwal
Company Secretary
M. No. – A19861