



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 (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:

Shifting of Registered Office of the Company from Kolkata, the State of West Bengal to National Capital Territory of Delhi

“**RESOLVED THAT** pursuant to provisions of sections 12, 13, 110 and other applicable provisions, if any, of Companies Act, 2013 read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant provisions of the Articles of Association of the Company and subject to approval of Regional Director / Central Government /any other authorities as may be required and such other permission(s), sanction(s) or approval(s) as may be necessary under the provisions of the said Act or under any other law for the time being in force, the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of West Bengal to National Capital Territory of Delhi and that Clause 2 of the Memorandum of Association of the Company be substituted by the following Clause:

“2. The Registered Office of the Company is situated in National Capital Territory of Delhi.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to make, sign and file requisite application(s)/ affidavit(s) / form(s)/ return(s) / and / or any other document(s) with Regional Director/Central Government /Ministry of Corporate Affairs /Registrar of Companies/ any other statutory authorities, as may be required, to appoint any professional(s) to file applications / petitions, issue notice and advertisements, obtain orders for shifting of registered office from concerned authorities and take such steps and to do all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to this Resolution including implementation of the same at a later stage as the Board of Directors in its absolute discretion deems 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.”

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

Re-classification of the Authorized Share Capital of the Company, with consequential amendments in the Memorandum of Association

“**RESOLVED THAT** pursuant to provisions of sections 13, 61 and other applicable provisions, if any, of Companies Act, 2013 read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded for reclassification of the Authorised Share Capital of the Company from Rs. 200,00,00,000 (Rupees Two Hundred Crores only) comprising of 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each and 13,50,00,000 (Thirteen Crore Fifty Lakhs) Preference Shares of Rs. 10 (Rupees Ten) each to Rs. 200,00,00,000 (Rupees Two Hundred Crores only) comprising of 4,00,00,000 (Four Crore) Equity Shares of Rs. 10 (Rupees Ten) each and 16,00,00,000 (Sixteen Crore) Preference Shares of Rs. 10 (Rupees Ten) each.

“**RESOLVED FURTHER THAT** the existing Clause 5 (a) of the Memorandum of Association of the Company be substituted by the following Clause 5 (a):

- “5. The Authorised Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) capable of being increased or decreased in accordance with legislative provisions for the time being in force in this behalf.
- (a) The Authorised Share Capital described in Clause 5 above shall be divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- each and 16,00,00,000 (Sixteen Crores) Preference Shares of Rs. 10/- each with power to the Board (which term shall mean to include the Finance & Corporate Affairs Committee of the Board) to issue Equity and /or Preference Shares with such rights attached thereto and at such price and terms of issue as the Board (or Committee) may decide at the time of issuance thereof.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Director of the Company 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 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.”

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

Issue of Equity Shares to Promoter of the Company on preferential basis

“**RESOLVED THAT** in accordance with the provisions of Section 42, 52, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the “Act”), and the rules and regulations made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009 (the “SEBI ICDR Regulations”) and any other law for the time being in force, and the provisions in the Memorandum and Articles of the Association of the Company, and subject to the approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (“SEBI”), Stock Exchanges and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee of directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, upto 530,918 (Five Lakh Thirty Thousand Nine Hundred and Eighteen) equity shares of the Company of face value of Rs. 10/- (Indian Rupees Ten) each (“Equity Shares”) at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations by way of preferential allotment to Zuari Investments Limited, the promoter of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be 28th day of September, 2018, being the working day immediately preceding the date 30 days prior to the date of declaration of results of Postal Ballot process.

RESOLVED FURTHER THAT the equity shares to be issued shall rank pari passu in all respects with the existing equity shares of the Company and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares to be allotted to Proposed Allottee as aforesaid shall be in dematerialized form only and shall be subject to lock-in requirements as per the provisions of Chapter VII of the SEBI ICDR Regulations as amended from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names of subscribers be recorded for issue of invitation to subscribe to the Equity shares and a private placement offer letter in Form no. PAS-4 together with an application form be issued to the subscribers inviting them to subscribe to the equity shares.

RESOLVED FURTHER THAT in accordance with Regulation 74(1) of the SEBI ICDR Regulations, Equity Shares shall be issued and allotted within a period of 15 days from the date of passing of this resolution, provided that where the said issuance and allotment is pending on account of pendency of any approval for such issuance and allotment by any regulatory authority, the issuance and allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the equity shares proposed to be allotted to the Proposed Allottee, be listed on Metropolitan Stock Exchange of India Limited and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the Proposed Allottee and for the admission of such equity shares with the depositories, viz. National Securities Depository

Limited (“NSDL”) and Central Depository Services Limited (“CDSL”), and for the credit of the Equity Shares to the demat account of the Proposed Allottee.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with any schedule commercial bank as may be decided by the Board and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any one of the Director of the Company or the Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to issue of the letter of offer, filing of relevant forms on the issue and allotment of Equity Shares, execution of various deeds, documents, writings, and agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint bankers, registrar and other consultants and advisors to the proposed issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any director(s) or officer(s) or Committee of Directors of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Finance & Corporate Affairs Committee or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

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

Issue of Compulsorily Convertible Preference Shares to Promoter of the Company on preferential basis

“**RESOLVED THAT** pursuant to Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), each as amended, and any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreement entered into by the Company with Metropolitan Stock Exchange of India Limited (“MSEI”) and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot on preferential basis up to 742,130 (Seven Lakh Forty Two Thousand One Hundred and Thirty Only) Compulsorily Convertible Preference Shares (“CCPS”) having face value of Rs. 10/- (Rupees Ten only) each, at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the ICDR Regulations and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment and to issue such number of equity shares as may be required to be issued upon conversion of the CCPS allotted pursuant to this resolution or as may be necessary in accordance with the terms of the offering to Zuari Investments Limited, the Promoter of the Company.

RESOLVED FURTHER THAT the CCPS shall (i) not carry any dividend; and (ii) be converted into one equity share of the Company; (iii) be convertible into equity shares at any time not later than 18 months from the date of allotment of such CCPS; (iv) The CCPS by themselves do not give to the holder thereof any rights of equity shareholder of the Company; and (v) the number of Equity Shares that each CCPS converts into and the price per Equity Share upon conversion of each CCPS shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT the equity shares to be issued on conversion of the CCPS shall rank pari passu in all respects with the existing equity shares of the Company and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares to be allotted to Proposed Allottee on conversion of these CCPS shall be in dematerialized form only and shall be subject to lock-in requirements as per the provisions of Chapter VII of the SEBI ICDR Regulations as amended from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names of subscribers be recorded for issue of invitation to subscribe to the CCPS and a private placement offer letter in Form no. PAS-4 together with an application form be issued to the subscribers inviting them to subscribe to the CCPS.

RESOLVED FURTHER THAT the “relevant date” for determination of the price at which the CCPS will be converted into equity shares of the Company, shall be the date which is 30 (thirty) days prior to the date on which the resolution of members (by postal ballot) is passed approving the proposed issuance of CCPS, i.e. 28th day of September 2018.

RESOLVED FURTHER THAT in accordance with Regulation 74(1) of the ICDR Regulations, CCPS shall be issued and allotted within a period of 15 days from the date of passing of this resolution, provided that where the said issuance and allotment is pending on account of pendency of any approval for such issuance and allotment by any regulatory authority, the issuance and allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCPS, be listed on Metropolitan Stock Exchange of India Limited, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCPS and for the admission of such equity shares issued pursuant to conversion of CCPS with the depositories, viz. National Securities Depository Limited (“NSDL”) and Central Depository Services Limited (“CDSL”), and for the credit of the CCPS and the equity shares allotted upon conversion of the CCPS to the demat account of the Proposed Allottee.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with any schedule commercial bank as may be decided by the Board and shall be utilized by the Company in accordance with Section 42 of Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any one of the Director or the Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to issue of the letter of offer, filing of relevant forms on the issue and allotment of CCPS and equity shares issued pursuant to conversion of the CCPS, execution of various deeds, documents, writings, and agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint bankers, registrar and other consultants and advisors to the proposed issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Finance & Corporate Affairs Committee or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Regd Office:
9/1, R N Mukherjee Road
Kolkata – 700 001
Date : September 22, 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, 21st September 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. 30th October 2018 will be taken to be the date of passing of the relevant resolutions 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 Resolutions 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 or Company Secretary or any officer duly authorized by the Board on 31st October 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 30th October 2018. The assent or dissent received after 30th October 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 Monday, the 01st October 2018 at 10.00 A.M. and ends on Tuesday, the 30th October 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, 21st September 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 21st September 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) for download by the members of the Company within two (2) days of passing of the resolutions 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 01st October 2018 and ends on 30th October 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 21st September 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.
- (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 resolution contained in this Notice.
- (xii) Click on the EVSN 180905013 for the relevant equity shareholders of “Gobind Sugar Mills Ltd” on which you choose to vote. The shareholders holding the 7% Non Convertible Redeemable Preference Shares may vote by way of postal ballot only.
- (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
- 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

As the members are aware, presently the Company's Registered Office is situated at 9/1, R.N. Mukherjee Road, Kolkata – 700 001, in the State of West Bengal while the Corporate Office is situated at Gurugram i.e. Delhi NCR region. Due to the fact that the Corporate Offices of other group companies are also situated at Gurugram / Delhi, it would be more economical and administratively convenient for the Company to carry on its business, if the registered office of the Company is shifted to any suitable location in the National Capital Territory of Delhi region.

Further, with the shifting of the Registered Office of the Company as aforesaid, it will become easier for the Company to manage its affairs and business including all the secretarial matters. Also there would be centralization and better coordination of work which would result in the reduction in cost as well as time in terms of official rentals, administrative overheads including traveling, boarding, lodging, etc.

The Board of Directors in its meeting held on 25th July 2018 has approved the shifting of the Registered Office of the Company from the State of West Bengal to the National Capital Territory of Delhi.

Pursuant to the provisions of Section 13 of Companies Act, 2013 and the rules made thereunder, shifting of Registered Office of a Company from one state to another and consequent alteration of Memorandum of Association of the Company requires the approval of the members by way of a Special Resolution, which would be subject to the approval of the Central Government (Regional Director). Hence, the Board recommends the Resolution for the approval of members.

Subsequent to members' approval, requisite application will be made to the Central Government i.e. Regional Director, Kolkata, as required under the Act.

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 the extent of their Shareholding interest, if any, in the Company.

Item No. 2

Considering the business plans and fund requirements of the Company, it is proposed to reclassify the Authorised Share Capital of the Company from the existing Rs. 200,00,00,000 comprising of 6,50,00,000 Equity Shares of Rs. 10 each and 13,50,00,000 Preference Shares of Rs. 10 each to Rs. 200,00,00,000 comprising of 4,00,00,000 Equity Shares of Rs. 10 each and 16,00,00,000 Preference Shares of Rs. 10 each.

Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by members.

Copies of the Memorandum & Articles of Association alongwith the proposed amendment are available for inspection at the registered office of the Company on working days during normal business hours.

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. 3

The special resolution as mentioned under item no. 3 proposes to authorize the board of directors ("Board") to issue and allot up to 530,918 (Five Lakh Thirty Thousand Nine Hundred and Eighteen) equity shares "(Equity Shares)" having face value of Rs. 10/- (Rupees Ten only) each, at an issue price, including premium, as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the ICDR Regulations and in such manner and on such terms of conditions as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and in compliance with Sections 42, 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The relevant details / disclosures of the proposed issue are given below:

1. The Equity Shares issued pursuant to the abovementioned resolution shall be subject to lock-in in accordance with Regulations 78 and 79 of the SEBI ICDR Regulations. However, subject to the aforesaid lock-in, the Equity Shares shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws, and shall be subject to the same restrictions and limitations as any other equity shares of the Company.
2. The Equity Shares shall rank pari passu inter se and with the existing equity shares of the Company in all respects, including in relation to rights to dividend.
3. The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof.
4. The consideration for allotment of Equity Shares shall be paid to the Company from the respective Bank account(s) of the Proposed Allottee.
5. Allotment shall only be made in dematerialized form.

The disclosures prescribed under Regulation 73 of the SEBI ICDR Regulations in respect of the proposed Resolution, are as follows:

(a) The objects of the preferential issue:

The object of the issue is to finance the Distillery project and other working capital requirements of the Company on one hand, and to support future growth plans of the Company on the other hand.

(b) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

Zuari Investments Limited, the Promoter and holding company of Gobind Sugar Mills Limited, shall subscribe to equity shares proposed to be allotted through this resolution. However, none of the other directors and other person / entities belonging to the Promoter Group or key management personnel intends to subscribe to the proposed preferential offer of equity shares.

c. Equity Shareholding Pattern before and after the Preferential Issue

Sr. No.	Particulars	Pre-Issue shareholding pattern		Post Issue shareholding pattern	
		No. of Equity Shares	%age	No. of Equity Shares	%age
A	Promoter Shareholding				
	Zuari Investments Limited	16,40,632	51.2698	21,71,550	58.2042
	Remaining Promoter & Promoter Group entities	4,35,000	13.5937	4,35,000	11.6593
	Total Promoter Group holding (A)	20,75,632	64.8635	26,06,550	69.8635
B	Public Shareholding				
	FIs / Banks / Insurance Companies	-	-	-	-
	FIIIs / FPIs	-	-	-	-
	NRIs / OBCs	16	0.0005	16	0.0004
	Resident Companies	6,22,704	19.4595	6,22,704	16.6904
	Resident Individuals	5,00,731	15.6478	5,00,731	13.4211
	Others	917	0.0287	917	0.0246
	Total Public holding (B)	11,24,368	35.1365	11,24,368	30.1365
	Grand Total (A) + (B)	32,00,000	100	37,30,918	100

(d) Proposed time within which the allotment shall be completed

The Equity Shares shall be allotted within a period of 15 days or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

(e) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottee; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue.

The details of the Proposed Allottee are as per the following table. No change in control is contemplated consequent to the proposed preferential issue of Equity Shares. There will not be any change in the management control of the Company on account of the proposed preferential allotment of Equity Shares except a corresponding change in the shareholding pattern as well as the voting rights. The Company has not made any preferential allotment of Equity Shares or convertible securities during the current financial year except for as proposed through this Notice.

Sr. No.	Proposed Allottee	Natural person who are / is the ultimate beneficial owners / who control the proposed allottee	No. of equity shares to be allotted	Pre-Issue Shareholding		Post-Issue Shareholding	
				No. of Equity Shares	%age	No. of Equity Shares	%age
1.	Zuari Investments Limited	Zuari Investments Limited is the wholly owned subsidiary of Zuari Global Limited. The equity shares of Zuari Global Limited are listed on NSE and BSE.	5,30,918	16,40,632	51.2698	21,71,550	58.2042

(f) Issue Price and Relevant Date

The Relevant Date on the basis of which the price of the Equity Shares will be calculated is 28th September 2018, i.e. working day immediately preceding the date 30 days prior to the date of declaration of the results of the Postal Ballot process.

It is proposed to issue the Equity Shares at an issue price as may be determined on the relevant Date in compliance with the provisions of Chapter VII of the SEBI ICDR Regulations.

(g) Undertaking by the Company

The Board of Directors of the Company hereby undertakes and confirm that there is no need for the Company to recompute the price of Equity Shares in terms of the provisions of the SEBI ICDR Regulations.

(h) Lock-in

The Equity Shares allotted will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the ICDR Regulations.

The Equity Shares to be allotted on preferential basis to the Proposed Allottee shall be subject to lock-in for a period of 3 years from the date of the receipt of trading approval for such Equity Shares.

Further, the entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked-in from the relevant date up to a period of six months from the date of the receipt of trading approval.

(i) Auditors Certificate

A copy of the certificate of the Company's Statutory Auditor, M/s Walker Chandio & Co LLP, Chartered Accountants, certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of Postal Ballot results.

The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at Item No. 3 relating to issue of Equity Shares in the notice as Special Resolution.

Accordingly, the Special Resolution proposed at Item No. 3 will, if passed, will enable the Company to issue and allot Equity Shares on a preferential basis to the Proposed Allottee in the manner and to the extent as stated in the resolution.

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 the extent of their Shareholding interest, if any, in the Company.

Item No. 4

The special resolution as mentioned under item no. 4 proposes to authorize the board of directors ("Board") to issue and allot up to 742,130 (Seven Lakh Forty Two Thousand One Hundred and Thirty) Compulsorily Convertible Preference Shares ("CCPS") having face value of Rs. 10/- (Rupees Ten only) each, at an issue price, including premium, as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the ICDR Regulations and in such manner and on such terms of conditions as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and in compliance with Sections 42, 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The relevant details / disclosures of the proposed issue are given below:

1. The CCPS issued pursuant to the abovementioned resolution shall be subject to lock-in in accordance with Regulations 78 and 79 of the SEBI ICDR Regulations. However, subject to the aforesaid lock-in, the CCPS shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws.
2. The Equity Shares to be issued upon conversion of CCPS shall rank pari passu inter se and with the existing equity shares of the Company in all respects, including in relation to rights to dividend subsequent to the conversion of said CCPS.
3. The Proposed Allottee of CCPS shall be required to bring in 100% of the consideration, on or before the date of allotment thereof.
4. The consideration for allotment of CCPS shall be paid to the Company from the respective Bank account(s) of the Proposed Allottee.
5. Allotment shall only be made in dematerialized form.

The disclosures prescribed under Regulation 73 of the SEBI ICDR Regulations in respect of the proposed Resolution, are as follows:

(a) The objects of the preferential issue:

The object of the issue is to finance the Distillery project and other working capital requirements of the Company on one hand and to support future growth plans of the Company on the other hand.

(b) **Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:**

Zuari Investments Limited, the Promoter and holding company of Gobind Sugar Mills Limited, shall subscribe to the CCPS proposed to be allotted through this resolution. However, none of the other directors and other person / entities belonging to the Promoter Group or key management personnel intends to subscribe to the proposed preferential offer of CCPS.

(c) **Equity Shareholding Pattern before and after the Preferential Issue**

Sr. No.	Particulars	Pre-Issue shareholding pattern*		Post Issue shareholding pattern**	
		No. of Equity Shares	%age	No. of Equity Shares	%age
A	Promoter Shareholding				
	Zuari Investments Limited	21,71,550	58.2042	29,13,680	65.1386
	Remaining Promoter & Promoter Group entities	4,35,000	11.6593	4,35,000	9.7249
	Total Promoter Group holding (A)	26,06,550	69.8635	33,48,680	74.8635
B	Public Shareholding				
	FIs / Banks / Insurance Companies	-	-	-	-
	FIIIs / FPIs	-	-	-	-
	NRIs / OBCs	16	0.0004	16	0.0004
	Resident Companies	6,22,704	16.6904	6,22,704	13.9212
	Resident Individuals	5,00,731	13.4211	5,00,731	11.1944
	Others	917	0.0246	917	0.0205
	Total Public holding (B)	11,24,368	30.1365	11,24,368	25.1365
	Grand Total (A) + (B)	37,30,918	100	44,73,048	100

* including the allotment of equity shares as proposed under Item No. 3

**post conversion of CCPS into equity, as proposed in Item No. 4 of this Notice.

(d) **Proposed time within which the allotment shall be completed**

The CCPS shall be allotted within a period of 15 days or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

(e) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottee; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue.**

The details of the Proposed Allottee are as per the following table. No change in control is contemplated consequent to the proposed preferential issue of CCPS. There will not be any change in the management control of the Company on account of the proposed preferential allotment of CCPS except a corresponding change in the shareholding pattern as well as the voting rights. The Company has not made any preferential allotment of Equity Shares or convertible securities during the current financial year except for as proposed through this Notice.

Sr. No.	Proposed Allottee	Natural person who are / is the ultimate beneficial owners / who control the proposed allottee	No. of CCPS to be allotted	Pre-Issue Shareholding*		Post-Issue Shareholding**	
				No. of Equity Shares	% age	No. of Equity Shares	% age
1.	Zuari Investments Limited	Zuari Investments Limited is the wholly owned subsidiary of Zuari Global Limited. The equity shares of Zuari Global Limited are listed on NSE and BSE.	7,42,130	21,71,550	58.2042	29,13,680	65.1386

* including the allotment of equity shares as proposed under Item No. 3

**post conversion of CCPS into equity, as proposed in Item No. 4 of this Notice.

(f) Issue Price and Relevant Date

The Relevant Date on the basis of which the price of the CCPS will be calculated is 28th September, 2018, i.e. working day immediately preceding the date 30 days prior to the date of declaration of the results of the Postal Ballot process.

It is proposed to issue the CCPS at an issue price as may be determined on the relevant Date in compliance with the provisions of Chapter VII of the SEBI ICDR Regulations.

(g) Undertaking by the Company

The Board of Directors of the Company hereby undertakes and confirm that there is no need for the Company to re-compute the price of CCPS in terms of the provisions of the SEBI ICDR Regulations.

(h) Lock-in

The CCPS allotted and the Equity Shares arising upon conversion of CCPS will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the ICDR Regulations.

The Equity Shares, post conversion of CCPS to be allotted on preferential basis to the Proposed Allottee, shall subject to lock-in for a period of 3 years from the date of the receipt of trading approval for such Equity Shares. The said period of 3 years shall be reduced to the extent the CCPS has already been subject to lock-in.

Further, the entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked-in from the relevant date up to a period of six months from the date of the receipt of trading approval.

(i) Auditors Certificate

A copy of the certificate of the Company's Statutory Auditor, M/s Walker Chandio & Co LLP, Chartered Accountants, certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of Postal Ballot results.

The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at Item No. 4 relating to issue of CCPS in the notice as Special Resolution.

Accordingly, the Special Resolution proposed at Item No. 4 will, if passed, will enable the Company to issue and allot CCPS on a preferential basis to the Proposed Allottee in the manner and to the extent as stated in the resolution.

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 the extent of their Shareholding interest, if any, in the Company.

By Order of the Board

**Regd Office:
9/1, R N Mukherjee Road
Kolkata – 700 001
Date : September 22, 2018**

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