

THE BELSUND SUGAR & INDUSTRIES LIMITED

(CIN : L15421WB1932PLC007463)

Registered Office : 14, Netaji Subhas Road, Kolkata - 700 001

Phone No. 033 2231 3414/15/16, Email : sprasad@rigasugar.in, Website : www.belsundsugar.com

NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014, (the "Rules") that the Special Resolution appended below is proposed to be passed by the Shareholders by way of Postal Ballot/ e- Voting. The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto alongwith the Postal Ballot Form (the "Form").

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and provisions of Section 110 of the Act, read with the Rules, the Company is pleased to extend option of e-Voting facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through Postal Form. Mr. H. M. Choraria, Practicing Company Secretary (Membership No. FCS 2398, C.P. No. 1499), has been appointed as the Scrutinizer (the "Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form and return the same in original, duly completed, in the attached self addressed postage prepaid business reply envelope so as to reach the Scrutinizer before the closing hours (i.e. upto 5:00 p.m.) on Monday, March 28, 2016. The envelope may also be deposited personally at the address given thereon. Forms received after this date will not be considered. Also, no other form or photocopy thereof is permitted. The Scrutinizer shall submit his report after completion of the scrutiny of Forms including e-Voting.

The results of voting by Postal Ballot will be declared on Tuesday, March 29, 2016 at 4:00 p.m. The results will be displayed at the Registered Office of the Company. The results shall be communicated to the Stock Exchanges and the same alongwith the Scrutinizer's report will be displayed on the Company's website www.belsundsugar.com as well as on National Securities Depository Limited's website <https://www.evoting.nsdl.com/>. In addition, the results will also be published in the newspapers for information of the Shareholders.

PROPOSED RESOLUTION

1. Approval for Loan/Guarantees/Investment

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Shareholders be and is hereby accorded and is deemed to have been accorded with effect to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, subject to the limits set out below on such terms and conditions as the Board may deem fit and proper, notwithstanding the fact that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate alongwith the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company as set out below exceed the limits specified under Section 186(2) of the Act :

Sl. No.	Particular	Upto a limit outstanding at any point of time
1.	Loans to any person(s) (including employees) or bodies corporate	Rs. 50 Crores
2.	Guarantees / Securities in connection with loan to any person(s) (including employees) or bodies corporate	Rs. 200 Crores
3.	Investments in bodies corporate	Rs. 50 Crores
	Total	Rs. 300 Crores

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorised to execute the documents, deeds or writings required to be made and to do all acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable, including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made or given or provided by the Company (as the case may be).”

Kolkata : 20th February, 2016

By Order of the Board

Registered Office :
14, Netaji Subhas Road
Kolkata - 700 001

Shailendra Prasad
Director

NOTES

- 1) The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Resolution setting out material facts in relation thereto is appended to the Notice.
- 2) The Company is pleased to provide e-Voting facility as an alternative to enable the Shareholders to cast their votes electronically instead of physical Postal Ballot. For this purpose, necessary arrangements have been made with National Securities Depository Limited (“NSDL”) to facilitate e-Voting.

The instructions for e-Voting are as under :

- a) In case of Shareholders receiving an e-mail from NSDL
 - i) Open e-mail and open PDF file viz. “BSIL e-Voting.pdf” with your Client ID or Folio No.as password. The said PDF file contains your User ID and password for e-Voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the URL : <https://www.evoting.nsdl.com/>
 - iii) Click on Shareholder – Login
 - iv) If you are already registered with NSDL for e-Voting, you can use your existing User ID and password for casting your vote.
 - v) If you are logging for the first time, please enter the User ID and password provided inthe PDF file attached with the e-mail as initial password.
 - vi) The password change menu appears on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
Note the new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
 - vii) Once the e-Voting Home page opens, clickon e-Voting> Active Voting Cycles.
 - viii) Select Electronic Voting Event Number(“EVEN”) of The Belsund Sugar & Industries Limited as given in the body of the e-mail. You are now ready for e-Voting as Cast Vote page opens.
 - ix) Cast your vote(s) by selecting appropriate options and click on “Submit” and also”Confirm” when prompted.

- x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi) Once the votes on the resolution are cast, the Shareholder shall not be allowed to change the same subsequently.
 - xii) Institutional Shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter/ Power of Attorney etc. together with the attested specimen signatures of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at hmchoraria@gmail.com with a copy marked to evoting@nsdl.co.in.
 - xiii) In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Download section of www.evoting.nsdl.com
 - xiv) You can also update your mobile number and e-mail address in the user profile details of the folio which shall be used for sending future communication(s).
- b) In case of Shareholders receiving physical copies of the Notice of Postal Ballot
- i) Initial password, User ID and Electronic Voting Event Number ("EVEN") are provided at the bottom of the Postal Ballot Form.
 - ii) Please follow all the steps from Sl. No. (ii) to Sl. No. (xiv) above, to cast your vote.
- 3) As per the Rules, Notice of the Postal Ballot may be served on the Shareholders through electronic transmission. Notice of Postal Ballot and Form are being sent electronically to all the Shareholders whose e-mail addresses are registered with the Company/Depository Participants(s). In respect of others, these documents are being sent by permitted mode of despatch.
- 4) Shareholders who have received notice of the Postal Ballot by e-mail and who wish to vote through physical Postal Ballot Form can seek duplicate Postal Ballot Form from the Registered Office at 14, Netaji Subhas Road, Kolkata - 700 001 or from the Registrar & Transfer Agent, M/s. S.K. Infosolutions Pvt. Ltd. and fill in the details and send the same to the Scrutinizer.
- 5) Kindly note that the Shareholders can opt for only one mode of voting i.e. either physical ballot or e-Voting. If you are opting for e-Voting, please do not vote by physical ballot and vice versa. However, in case a Shareholder casts his vote by physical ballot and also by e-Voting, voting done by valid e-Voting shall prevail and voting done through Postal Ballot will be treated as invalid.
- 6) The notice is being sent to all the Shareholders of the Company whose names appear in the Register of Members/ Record of Depositories as on Friday, February 19, 2016 (the "Cut-off date"). Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders of the Company as on the Cut-off date i.e. Friday, February 19, 2016.
- 7) The voting through Physical and electronic means will commence from 9:00 a.m. on 28th February, 2016 to 5.00 pm on 28th March, 2016. The e-Voting module shall be disabled by NSDL for voting thereafter.
- 8) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- 9) The Scrutinizer will submit his report after completion of the scrutiny, to the Chairman/Co-Chairman, who will, or in their absence any other person so authorised by them will, declare the results of voting by Postal Ballot on Tuesday, March 29, 2016 at 4:00 p.m. The results will be displayed at the Registered Office of the Company.
- 10) The results of the Postal Ballot will also be announced through newspaper advertisement and communicated to the Stock Exchanges. The results along with the Scrutinizer's report will also be displayed on the Company's website www.belsundsugar.com as well as on the NSDL's website <https://www.evoting.nsdl.com>.
- 11) The resolution will be taken as passed effectively on the date of declaration of results i.e. 29th March, 2016, if the results of the Postal Ballot indicate that the requisite majority of the Shareholders of the Company have assented to their solution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE OF POSTAL BALLOT

Item No. 1

Section 186 (2) of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the "Rules") (as amended) provides that no company is permitted to, directly or indirectly,

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Section 186(3) of the Act read with Rule 13 of the Rules provides that where the aggregate of the loans and investments so far made and the amount for which guarantees or securities so far provided to or in all other bodies corporate alongwith the investment, loan, guarantee or security proposed to be made or given by the Board of Directors (the "Board") of a company exceed the limits specified under Section 186(2) of the Act, no investment or loan is permitted to be made or given or guarantee/ security permitted to be provided unless authorised by a Special Resolution. As per the latest audited balance sheet of the Company as at March 31, 2015, sixty percent of the paid-up share capital, free reserves and securities premium account is equal to Rs. 2.40 crores while one hundred percent of its free reserves and securities premium account is equal to Rs. 3.21 crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities (as the case may be) is Rs. 3.21 crores. The Aggregate of Loan given, Investment made and guarantee provided / to be provided by the company exceeds the limit. In view of increased requirement of Guarantees to be provided for business purposes and for any Loan or Investment to be made by the company in other corporate in excess of the limits specified under Section 186(2) of the Act, consent of the shareholders is required by way of special resolution.

In view of the above, approval of Shareholders through Postal Ballot is sought for making investments or giving loans or guarantees or providing securities (as specified in the Special Resolution) in excess of the limits specified under Section 186(2) of the Act. In light of the above, the Directors of the Company recommend the resolution for approval of Shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporate in which investments may be made or loans/guarantees may be given or securities may be provided pursuant to this Special Resolution.

Kolkata : 20th February, 2016

By Order of the Board

Registered office:
14, Netaji Subhas Road
Kolkata - 700 001

Shailendra Prasad
Director