
THE BELSUND SUGAR & INDUSTRIES LIMITED

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

(CIN : L15421WB1932PLC007463)

ANNUAL GENERAL MEETING

NOTICE

Notice is hereby given that the Annual General Meeting of the Members of THE BELSUND SUGAR & INDUSTRIES LIMITED will be held on Saturday 24th of September, 2016 at 11.00 a.m. at Conference Room, Bhartiya Bhasa Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017, to transact the following business:

ORDINARY BUSINESS :

Item No.1 : Adoption of financial statements

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.

Item No.2 : Appointment of Director

To appoint a Director in place of Mr. O. P. Dhanuka (DIN: 00049947) who retires by rotation and being eligible, seeks re-appointment.

Item No.3 : Appointment of Auditors

To appoint Auditors and fix their remuneration and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s K.N.Gutgutia & Co., Chartered Accountants (ICAI Firm Registration No. 304153E), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS :

Item No.4 : Appointment of Mrs. Sulekha Dutta as an independent Director

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution** :-

“RESOLVED that pursuant to the provisions of sections 149,152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules framed there under Mrs. Sulekha Dutta (DIN : 07114240), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20th February,2016 and who holds office till the date of the Annual General Meeting of the Company, in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act,2013 signifying his intention to propose Mrs. Sulekha Dutta as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to 30th March, 2021, not liable to retire by rotation.”

By Order of the Board of Directors

Registered Office :
14, Netaji Subhas Road
Kolkata - 700 001
Dated : 13th August, 2016

O. P. Dhanuka
Chairman

NOTES :

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. The Register of Members and Transfer Books of the Company will be closed from 22nd September, 2016 to 24th September, 2016, both days inclusive.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, S. K. Infosolutions Pvt. Ltd (SKIPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to SKIPL.
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Members seeking any information with regard to the Accounts, are requested to write to the Company at least 7 days in advance of AGM date to enable the Management to keep the information ready at the meeting.
7. The company has not declared any dividend during last 7 years as such the provision of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amount lying with companies) Rules, 2012 is not applicable. There is no dividend which remained unclaimed /unencashed over a period of 7 years.
8. Voting Right by electronic means
 - I. In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed thereunder and clause 35B of the Listing Agreement, the company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the above Annual General Meeting (AGM) by electronic means and business may be transacted through e-Voting Services. The Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all resolutions set forth in this Notice.
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The instructions for e-voting are as under :
 - A. **In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories) :**
 - i. Open the e-mail and also open PDF file namely "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. Open the internet browser and type the following URL: <https://www.evoting.nsd.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of The Belsund Sugar & Industries Limited. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to hmchoraria@gmail.com with a copy marked to evoting@nsdl.co.in.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories) :

- i. Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM:

EVEN (E-Voting Event Number) USER ID PASSWORD/PIN

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. Other Instructions :

- i. The e-voting period commences on 21st September, 2016 (9.00 a.m. IST) and ends on 23rd September, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of 17th September 2016() may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date. In case of joint holders, only one of the joint holders may cast his vote.
- iii. Mr. H.M.Choraria, Practicing Company Secretary (Membership No. FCS 2398), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, after conclusion of voting at AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after conclusion of AGM to the Chairman or person authorized by him in writing , who shall countersign the same and declare the result of voting forthwith.
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.belsundsugar.com and on the website of NSDL www.evoting.nsdl.com and communicated to the Stock Exchange , where the shares of the Company are listed. Subject to receipt of requisite nos. of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of AGM.
- vi. All documents referred to in the accompanying Notice and the Explanatory Statements shall be open for inspection at the Registered Office of the company during normal business hours on all working days except Saturday.

Details of Director Seeking Appointment/Re-appointment at the Annual General Meeting

Particulars	Mr. O. P. Dhanuka	Mrs. Sulekha Dutta
Date of Birth	26th January, 1950	21st May, 1974
Date of appointment	23rd October, 1990	20th February, 2016
Qualifications	MBA	ACS, LLB
Expertise in specific functional areas	Vast knowledge of Industrial and Corporate Management	Corporate Compliance
Directorships held in other companies (excluding foreign companies)	Riga Sugar Co. Ltd. Paramount Stock & Share Broking Services Ltd. DG Vitta Vinimay & Properties Ltd. Dhaulana Sugar Industries Ltd. Indian Chamber of Commerce, Calcutta	Riga Sugar Co. Ltd. Khaitan (India) Ltd.
Memberships / Chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	None	None
Number of shares held in the Company	3022	Nil

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 5 of the accompanying Notice:

Item No 4 :

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs Sulekha Dutta as an Additional Director of the Company, who holds office upto the date of the forthcoming AGM of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs Sulekha Dutta for the office of Director of the Company.

Mrs Sulekha Dutta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Mrs Sulekha Dutta that she meets with the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and in terms of Regulation 16 of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, Mrs Sulekha Dutta fulfills the conditions for her appointment as an Independent Director as specified in the Act and in the Listing Agreement. Mrs Sulekha Dutta is independent of the management.

Brief resume of Mrs Sulekha Dutta, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated in terms of Regulation 16 of the SEBI (LODR) Regulations, 2015 of the Listing Agreement is annexed to the Notice.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of shareholders.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Sulekha Dutta is appointed as an Independent Director.

Copy of the draft letter for appointment of Mrs. Sulekha Dutta as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Mrs. Sulekha Dutta does not hold any shares in the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. Mrs Sulekha Dutta is not related to any director of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

By Order of the Board of Directors

Registered Office :
14, Netaji Subhas Road
Kolkata - 700 001
Dated : 13th August, 2016

O. P. Dhanuka
Chairman