Gangakhed Sugar & Energy Limited

CIN: U15421MH2007PLC174599
Regd. Off.: MET Educational Complex, 6th Floor, "C" Wing, Gen. A. K. Vaidya Marg, Bandra Reclamation, Bandra (W), Mumbai - 400050.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Ninth Annual General Meeting of the Company will be held on Thursday the 29th day of September, 2016 at 11:00 a.m. at the registered office of the Company situated at 6th Floor, C-Wing, MET Educational Complex, Gen. A. K. Vaidya Marg, Bandra Reclamation, Bandra (W), Mumbai-400050 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including consolidated financial statements) for the year ended on March 31, 2016 and the report of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mr. Radheshyam R. Tiwari (DIN: 02141127), who retires from office by rotation, and being eligible, offers himself for reappointment.

3. 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 rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. K.K. Mankeshwar & Co., Chartered Accountants (FRN 106009W), be appointed as statutory auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of thirteenth annual general meeting of the Company subject to the ratification at each annual general meeting held after this annual general meeting and that the Board of Directors be and is hereby authorized to fix their remuneration."

SPECIAL BUSINESS

4. To approve the appointment of Mr. Rajendra D. Dongare (DIN:07336038) as a Whole Time Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution.

   "RESOLVED that pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approvals as may be necessary and in accordance with the recommendation of Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Rajendra D. Dongare (DIN:07336038) as a Whole Time Director of the Company for a period of five years commencing from 16.11.2015 upon such terms and conditions of appointment and remuneration as approved by Board of Directors and as mentioned in explanatory statement annexed hereto."

   "RESOLVED FURTHER that the said remuneration as mentioned in the explanatory statement will be considered as minimum remuneration payable to Mr. Rajendra D. Dongare (DIN:07336038) for a period of 3 years commencing from 16.11.2015 in case of no profit or inadequacy of profit upto double of ceiling limits prescribed under Section II Part II of schedule V of the Companies Act, 2013."

   "RESOLVED FURTHER that the Board of Directors be and are hereby authorized to alter/ amend/ revise the terms and conditions of appointment of Mr. Rajendra D. Dongare (DIN:07336038) as a Whole Time Director, with mutual consent, subject to and in accordance with the applicable provisions of the Companies Act, 2013 and schedule V thereto."

   "RESOLVED FURTHER that the Board of Directors or a Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals- statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

5. To approve the change in designation of Mr. Ratnakar M. Gutte (DIN:00165642) from non-executive director to executive director and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution.

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made there under, read with Schedule V to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force)and subject to such other approvals as may be necessary and in accordance with the recommendation of Nomination and Remuneration Committee the members do hereby accords their consent to change in designation of Mr. Ratnakar M. Gutte (DIN:00165642) from non-executive director to executive director upon such terms and conditions of appointment and remuneration as approved by Board of Directors and as mentioned in explanatory statement annexed hereto."

"RESOLVED FURTHER that the said remuneration as mentioned in the explanatory statement will be considered as minimum remuneration payable to Mr. Ratnakar M. Gutte (DIN:00165642) for a period of 3 years commencing from 01.01.2016 in case of no profit or inadequacy of profit upto double of ceiling limits prescribed under Section II Part II of schedule V of the Companies Act, 2013."

"RESOLVED FURTHER that the Board of Directors be and are hereby authorized to alter/ amend/ revise the terms and conditions of appointment of Mr. Ratnakar M. Gutte (DIN:00165642) as an Executive Director, with mutual consent, subject to and in accordance with the applicable provisions of the Companies Act, 2013 and schedule V thereto."

"RESOLVED FURTHER that the Board of Directors or a Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals- statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

6. To approve the remuneration of the Cost Auditors for the financial year ended on March 31, 2017 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution.

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. N. D. Chavan & Company, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2017, be paid the remuneration of Rs. 2.51 Lacs plus out of pocket expenses, if any."

"RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board of Directors
For **Gangakhed Sugar & Energy Limited**

Ashish V. Sharma
Company Secretary
Off Add.: 97, East High Court Road,
Ramdaspeth, Nagpur-440010

Date: 02.09.2016
Place: Nagpur

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the business set out under the notice is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 23rd September, 2016 to Thursday, 29th September, 2016 (both days inclusive).
4. Members holding shares in dematerialized form are requested to notify all the changes with respect of their address, e-mail id, ECS mandate and bank details to their depository participant.
5. Members (those holding shares in the physical form only) are requested to notify/send the following to the

Registrar/ Transfer Agent, M/s. Bigshare Services Private Limited, 2/3 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai – 400 072;

a. Particulars of their bank account and e-mail id, in case the same have not been sent earlier;

b. Any change in their address/e-mail id/ECS mandate/ bank details;

c. Share certificate(s), held in multiple accounts in identical name or joint names in the same order of names, for consolidation of such shareholding in one account.

6. For the convenience of the members, an attendance slip is annexed with the proxy form. Photocopies of the slip will not be entertained for issuing gate pass for attending annual general meeting. However in case of non-receipt of notice of annual general meeting, members are requested to write to the company at its registered office for issuing duplicate of the same. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the meeting.

7. Members/Proxy holders are requested to bring their copies of the annual report with them to the annual general meeting, as extra copies will not be provided.

8. Any member desirous of getting any information on accounts or operations of the company is required to forward his/her queries to the company at least ten days prior to the meeting so that the required information can be made available at the meeting.

9. The copy of notice shall also be made available at our official website 'www.gangakhedicpp.com'. In case any shareholder could not receive the same, he can download it or go through the same through our website.

10. For any communication, the shareholders may also send requests to the Company's investor email Id investor@gangakhedicpp.com.

11. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

12. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

13. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

14. The instructions for members for voting electronically are as under:-

(i) The voting period begins on Sunday 25.09.2016 (09:00 a.m. IST) and ends on Wednesday 28.09.2016 (05:00 p.m. IST) 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 23.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on Shareholders

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) 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) • 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/ mail) 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. E.g. If your name is Ramesh Kumar with serial 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. • 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 (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) 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. Apple 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.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 a Compliance User should be created 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 www.evotingindia.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.

(xx) 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.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on Sunday 25.09.2016 (09:00 a.m. IST) and ends on 28.09.2016 (05:00 p.m. IST). 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 23.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.

15. The Voting rights of members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on cut off date, being Friday, the September 23, 2016.

16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday the September 23, 2016 only, shall be entitled to avail the facility of remote e-voting / ballot paper voting.

17. The Board of Directors has appointed M/s. Manish Pande & Co., Company Secretaries, Nagpur as a Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

18. The Scrutinizer shall within a period of 3 (three) working days from the conclusion of e-voting period unblock the votes in the presence of at least 2 (two) 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 of the Meeting.

19. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, the September 29, 2016.

    The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.gangakhedicpp.com) and on website of CDSL (www.evotingindia.com).

20. Details of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting.

Name	Radheshyam Tiwari
Date of Birth	1st April, 1963
Date of appointment on the Board	25th March, 2008
Qualification	MBA
Expertise in Specific Areas	Finance & Accounting Management and administration
Shareholding in the Company	Nil
Relationship with other Director/ Manager/ Other KMP	No relationship
No. of Board meetings attended during the year	6
Terms of appointment	As per the Nomination and Remuneration Policy of the Company
List of Directorship held as on 31st March, 2016(excluding directorship held in private companies, foreign companies and companies incorporated under Section 8 of the Companies Act, 2013)	NIL
Chairmanship/ Membership of the other Committees	Stakeholder Relationship Committee
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil

EXPLANATORY STATEMENT

(**Pursuant to Section 102(1) of the Companies Act, 2013)**

On item No. 4 & 5

The Board of Directors had at its meeting held on 16.11.2015 on recommendation of Nomination and Remuneration Committee appointed Mr. Rajendra D. Dongare as a Whole Time Director of the Company for a period of five years commencing on 16.11.2015 on a remuneration not exceeding Rs. 2.00 lacs per month (including allowances and benefits) and on such terms and conditions as per policy of the company.

Further the Board of Directors had at its meeting held on 01.01.2016 on recommendation of Nomination and Remuneration Committee changed the designation of Mr. Ratnakar M. Gutte from Non-executive Director to Executive Director of the Company on a remuneration not exceeding Rs. 6.00 lacs per month (including allowances and benefits) and on such terms and conditions as per policy of the company.

The prolonged slowdown in the economic activity, tight financing environment with high interest rate, weak operating economics for sugar producers due to drought situation in region continued to impact the performance of the Sugar Industry and the Company. The Company has been making necessary efforts to maintain its leadership and improve its performance and has been aggressively pursuing and implementing its strategies and cost reduction initiatives. The results of these initiatives are likely to be felt in the coming years.

Owing to the above factors, the financial performance of the Company has worsened and the Company has no profits for the Financial Year 2015-16 and may have no/inadequate profit for next 2-3 years.

Pursuant to the provisions of Sections 197 read together Schedule V of the Companies Act, 2013, in case of no profits or inadequacy of profits calculated under Section 198 of the Companies Act, 2013, the Company may pay remuneration by way of salary, dearness allowance, perquisites and any other allowances (excluding commission) upto the ceiling limits as specified in Section II (A) of Part II of Schedule V of the Companies Act, 2013, subject to Members' approval and the said limits shall be doubled if the approval is obtained by way of special resolution and compliance of disclosure requirements and other conditions as stated therein.

Taking into consideration the above it is proposed to obtain Members approval by way of Special Resolutions, to approve the above appointments of Mr. Rajendra D. Dongare and change in designation of Mr. Ratnakar M. Gutte and aforesaid remuneration as minimum remuneration for period of 3 years effective form the date of their appointment/change in designation in case of no/inadequate profit.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested except for Mr. Rajendra D. Dongare and Mr. Ratnakar Manikrao Gutte in respective resolutions.

The Following information as required under schedule V Part-II to the Companies Act, 2013 with reference to the Item No. 4 & 5 is as follows:

I. GENERAL INFORMATION:

1. **Nature of Industry :** Manufacturing of Sugar, Ethanol, Rectified Spirit and Power Generation.

2. **Date or Expected date of commencement of Commercial production:** 01.11.2010.

3. **In case of new companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus :** Not applicable.

4. **Financial Performance based on given indicators:**

Financial Parameters	**2015-16**	**2014-15**	**2013-14**
Revenue from operations	75035.79	84207.58	61671.98
Other Income	986.45	1064.54	952.04
Total Revenue	**76022.24**	**85272.13**	**62624.02**
Total Expenses	**71422.48**	**76011.16**	**54765.33**
Finance Cost	5846.88	4472.98	5423.00
Depreciation	2335.00	2328.67	2215.67
Profit(Loss) before extraordinary Items & Taxes	**(3582.12)**	**2459.33**	**220.02**
Profit/(Loss) before Taxes	(3582.12)	2459.33	220.02
Profit/(Loss) after Taxes	**(2761.57)**	**980.65**	**766.91**

6. Foreign Investments or Collaborations, if any: ₹ 53 Lacs invested in Linus Trade Hong Kong Limited, wholly owned subsidiary of the Company.

II. INFORMATION ABOUT THE APPOINTEES:

1. Background Details

Particulars	**Mr. Rajendra D. Dongare**	**Mr. Ratnakar M. Gutte**
Age	44 years,	58 years
Qualification	MBA, B.Tech, DIT and DCA	Undergraduate
Date of appointment on the Board	16.11.2015	28.09.2007
Expertise in Specific Areas	Fiscal, strategic, operations and management	Project execution, fabrication, erection, testing and commissioning of power plants.
Shareholding in the Company	Nil	8002500
Relationship with other Director	No relationship	No relationship
No. of Board meetings attended during the year	2	6
Terms of appointment	As per the Nomination and Remuneration Policy of the Company	As per the Nomination and Remuneration Policy of the Company
List of Directorship held as on 31st March, 2016(excluding directorship held in private companies, foreign companies and companies incorporated under Section 8 of the Companies Act, 2013)	NIL	1. Sunil Hitech Engineers Limited, 2. SEAM Industries Limited
Chairmanship/ Membership of the other Committee	Stakeholder Relationship Committee	Stakeholder Relationship Committee

2. Past Remuneration:

Mr. Rajendra D. Dongare	**Mr. Ratnakar M. Gutte**
Rs. 90,250/- per month as CEO of the Company.	Nil

3. Recognition or awards:

Mr. Rajendra D. Dongare	Mr. Ratnakar M. Gutte
Member of:	**Awarded with**
1. Deccan Sugar Technologist Association (DSTA),	1. Life Time Udyog Achievement Award in 2004.
2. Sugar Technologist Association of India (STAI),	2. Great Achiever in Industrial Excellence Award 2004.
3. South Indian Sugarcane Technologist Association.	3. NCCL Entrepreneur of the Year, 2007-08
	4. Bharat Vibhusan Samman Puraskar – 2009

4. Job Profile and his Suitability:

Mr. Rajendra D. Dongare has experience of over 20 years in providing fiscal, strategic and operations leadership in uniquely challenging situations. He has been working as the CEO of the Company since 02.06.2014. He has been appointed as Whole Time Director on 16.11.2015. He supervises and monitors the day to day overall managerial functions of the Company. Before joining the Company he has worked with renowned organisations like Institute of Chartered Financial Analysts of India (ICFAI), Natural Sugar & Allied Industry Ltd. His educational qualification includes MBA, B.Tech, DIT and DCA.

Mr. Ratnakar M. Gutte has experience of over 34 years in project execution, fabrication, erection, testing and commissioning of power plants. He has been serving the Company since its inception and has significant contribution in the success of organisation. Ratnakar M. Gutte, a man of mission, objective and planning has made the Company a brand name in the field of Sugar within a very short span of time. Being a first generation entrepreneur, he possesses excellent on-the-job knowledge of engineering, the intricacies of civil construction, machinery installation, finance, banking, taxation, general management and commercial matters.

Taking into consideration the above factors the both appointee are best suited for the said positions.

5. Remuneration proposed:

A. Mr. Rajendra D. Dongare:

A remuneration not exceeding Rs. 2.00 lacs per month (including allowances and benefits).

B. Mr. Ratnakar M. Gutte:

A remuneration not exceeding Rs. 6.00 lacs per month (including allowances and benefits).

6. Comparative remuneration profile with respect to industry size of the Company, profile of the position and person :

The remuneration structure offered to Mr. Rajendra D. Dongare and Mr. Ratnakar M. Gutte is comparable with similar kind of industry and is purely based on merit.

7. Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel, if any:

A. **Mr. Rajendra D. Dongare:** Apart from receiving remuneration stated above, he does not receive any emoluments from the Company. No managerial personnel have any relationship with Mr. Rajendra D. Dongare.

B. **Mr. Ratnakar M. Gutte:**

Mr. Ratnakar M. Gutte is a promoter director individually holding 8002500 equity shares in the Company consisting of 11.50% of the paid up capital of the Company. Apart from receiving remuneration stated above, he does not receive any emoluments from the Company. No managerial personnel have any relationship with Mr. Ratnakar Manikrao Gutte.

III. OTHER INFORMATION

1. **Reasons for no or inadequate profits:**

The prolonged slowdown in the economic activity, tight financing environment with high interest rate, weak operating economics for sugar producers due to drought situation in region continued to impact the performance of the Sugar Industry and the Company. The Company has been making necessary efforts to maintain its leadership and improve its performance and has been aggressively pursuing and implementing its strategies and cost reduction initiatives. The results of these initiatives are likely to be felt in the coming years.

2. **Steps taken or proposed to be taken for improvement:**

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve volumes and reduce costs. The Company has taken steps to strengthen its business fundamentals through focused network engagements, enhancing customer experience, thrust on rural programs and improving working capital management. The results of these initiatives are likely to be felt in the coming years.

3. **Expected increase in productivity and profits in measurable terms.**

Though the Sugar Industry is witnessing a continued slowdown, in anticipation of revival of the overall economy in future, the aforesaid steps taken/ to be taken by the Company are expected to improve the Company's performance and profitability.

On item no. 6

Your Company maintains Cost Records and gets them audited as per the provisions of Companies Act, 2013. The Board, on the recommendation of the Audit Committee, has appointed M/s. N. D. Chavan & Company, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2016-17 ending on March 31, 2017 at the Audit Fees of Rs. 2.51 Lacs plus out of pocket expenses, if any. As per the provisions of Companies Act, 2013 the remuneration of cost auditor shall be approved by the members. Thus the approval of members has been sought to the remuneration of cost auditor.

No director or key managerial personnel is concerned or interested in the proposed resolution.

For **Gangakhed Sugar & Energy Limited**

Ashish V. Sharma
Company Secretary
Off. Add.: East High Court Road,
Ramdaspeth, Nagpur-440010

Date: 02.09.2016
Place: Nagpur

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **Gangakhed Sugar & Energy Limited**
CIN:U15421MH2007PLC174599
Registered office: MET Educational Complex, 6th Floor, "C" Wing, Gen. A. K. Vaidya Marg, Bandra Reclamation, Bandra (W), Mumbai - 400050.

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name_____E-mailId:_____
   Address _____
   _____ Signature _____

   or failing him

2. Name_____E-mailId:_____
   Address _____
   _____ Signature _____

   or failing him

3. Name_____E-mailId:_____
   Address _____
   _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General meeting of the Company, to be held on Thursday, the 29th day of September, 2016 At 11:00 a.m. at 6th Floor, C-Wing, MET Educational Complex, Gen. A. K. Vaidya Marg, Bandra Reclamation, Bandra (W), Mumbai-400050 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote optional see note 2 (Please mention no. of shares)		
		For	Against	Abstain
1.	To receive, consider and adopt the audited financial statements (including consolidated financial statements) for the year ended on March 31, 2016 together with the reports of Board of Directors and Auditor thereon.			
2.	To appoint a director in place of Mr. Radheshyam R. Tiwari, (DIN: 02141127), who retires from office by rotation, and being eligible, offers himself for reappointment.			
3.	To appoint Auditors and fix their remuneration.			
4.	To approve the appointment of Mr. Rajendra D. Dongare (DIN: 07336038) as a Whole Time Director of the Company.			
5.	To approve the change in designation of Mr. Ratnakar M. Gutte (DIN: 00165642) from non-executive director to executive director.			
6.	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017.			

Signed this ……day of……..20

Affix Revenue Stamp

_____ _____
Signature of shareholder(s) Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'For, Against or Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he may deem appropriate.

ROUTE MAP FOR AGM VENUE

(From Bandra Railway Station)

GANGAKHED SUGAR & ENERGY LIMITED

(CIN: U15421MH2007PLC174599)

Attendance Slip

ANNUAL GENERAL MEETING

Thursday, the 29th September, 2016 at 11:00 A.M.

1. Regd. Folio No. or Client ID No.: _____
2. DP ID No.: _____
3. No. of shares held: _____
4. Name of the Member/Proxy: _____

I am a member/proxy for the member of the Company. I hereby record my presence at an Annual General Meeting of the members of the Company at MET Educational Complex, 6th Floor, C-Wing, Gen. A.K. Vaidya Marg, Bandra Reclamation, Bandra (W), Mumbai - 400050.

_____

Signature of the Member / Proxy

Note: Please complete and sign this attendance slip and hand it over at the entrance of the hall.