

## GODAVARI BIOREFINERIES LIMITED

Registered Office: Somaiya Bhavan, 45/47, Mahatma Gandhi Road, Fort, Mumbai – 400 001. INDIA.  
Tel: +91-22-2204 8272, +91-22-6170 2100 Fax: +91-22-2204 7297  
Website: www.godavaribiorefineries.com/  
CIN: U67120MH1956PLC009707

### PROXY FORM Form No. MGT-11

[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 Member(s): \_\_\_\_\_  
Registered Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Folio No.: \_\_\_\_\_ DP ID and Client ID: \_\_\_\_\_

I/We, being the Member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint:

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her
  - Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her
  - Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her
- as my/our proxy to attend and vote for me/us and on my/our behalf at the Sixty-First Annual General Meeting of the Company, to be held on the Friday, 30th September, 2016 at 12.00 noon at Somaiya Vidyavihar, SIMSR Building, off 7th Rajawadi Road, Mumbai-400077 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description of the Resolution	For	Against
<b>ORDINARY BUSINESS</b>			
1	Adoption of Audited Financial Statements, Directors' Report for the financial year ended 31st March, 2016.		
2	Re-appointment of Mr. Werner Wutscher (DIN: 06456562) as Director, who retires by rotation.		
3	Re-appointment of Mr. Paul Zorner (DIN: 01888805), as Director, who retires by rotation.		
4	Ratification of the appointment of M/s. Desai Saksena & Associates, Chartered Accountants (Firm Registration No. 102358W), as Auditors of the Company.		
<b>SPECIAL BUSINESS</b>			
5	Re-appointment of Mr. Vinay V. Joshi (DIN - 00300227), as Executive Director and Managerial Remuneration payable to him.		
6	Appointment of Mr. Mohan Somanathan (DIN - 03184356) as Director (Works) – Sakarwadi		
7	Ratification of remuneration payable to Cost Auditor, M/s. B.J.D. Nanabhoy & Company, the Cost Accountants (Firm Registration No. 000011).		
8	Contribution of sum of Rs. 2,00,00,000 to Charitable and other funds.		
9	Acceptance of deposits.		
10	Preferential Allotment of Shares		

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Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Signature of Member \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Affix Revenue Stamp of Rs. 1/-
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Notes:

1. This Form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at, not less than 48 hours before the commencement of the Meeting.
2. For the detailed resolutions, explanatory statement and notes, please refer to the Notice of the 61st Annual General Meeting of the Company.