



CIN: L15122UP2015PLC069632

Registered Office: P.O. Hargaon, Dist. Sitapur (U.P.), Pin - 261 121
Email: magadhsugar@birlasugar.org; Website: www.birla-sugar.com
Phone (05862) 256220 Fax (05862) 256225

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013
read with the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, February 15, 2023, at 9:00 a.m. (IST)	Thursday, March 16, 2023, at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given that the Ordinary Resolution set out hereunder for re-appointment of Mr. Chandra Mohan, as a Whole-time Director of Magadh Sugar & Energy Limited ("the Company") is proposed to be passed through Postal Ballot by voting through electronic means ("remote e-voting"), pursuant to Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules") including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 11/2022 dated December 28, 2022 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and pursuant to other applicable laws and regulations.

The Statement pursuant to Section 102(1) and 110 and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors of the Company, at its meeting held on February 8, 2023, has appointed Mr. Mohan Ram Goenka, (FCS- 4515; C.P. 2551), Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Please note that there will be no dispatch of physical copies of Notices or Postal Ballot forms to the members of the Company and no physical ballot forms will be accepted. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility. The instructions for e-voting are appended in this Postal Ballot Notice.

The Scrutinizer will submit his report, to the Chairperson or any other authorized person of the Company after the completion of scrutiny of the postal ballots. The results of e-voting will be announced on or before March 18, 2023 and communicated on the same day to the Stock Exchanges, Depositories, Registrar and Share Transfer Agents and shall also be displayed on the Company's website: www.birla-sugar.com as well as its Registered Office.

SPECIAL BUSINESS:

To consider and if thought fit, to pass), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to the re-appointment of Mr. Chandra Mohan (DIN 07760264), as a Whole-time Director of the Company for a period of three (3) years with effect from 9th March, 2023 to 8th March, 2026, whose office is liable to retire by rotation, if required, on such terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors ('Board') and as set out in the Explanatory Statement annexed to this Postal Ballot Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act with liberty to the Board (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit and proper.

RESOLVED FURTHER THAT Mr. Chandra Mohan shall, subject to superintendence, control and directions of the Board of Directors perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do or cause to be done in the name and at the cost of the Company all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution”.

By Order of the Board
For Magadh Sugar & Energy Limited
S Subramanian
Company Secretary
FCS - 4974

Place - Kolkata
Date – February 8, 2023

Notes

1. Statement pursuant to Section 102(1) and 110 of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members of the Company or List of Beneficial Owners maintained by the Depositories, on Friday, 10th February, 2023 (“**cut-off date**”) and whose e-mail address is registered with the Company or with the Depositories. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The same will also be available on the Company's website at www.birla-sugar.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com .
3. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by giving details of folio number, e-mail address and self-attested copy of PAN card to kolkata@linktime.co.in, if the shares are held in physical form.
4. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Friday, 10th February, 2023 (“cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
5. **The e-voting period commences at 9:00 a.m. (IST) on Wednesday, February 15, 2023 and ends at 5:00 p.m. (IST) on Thursday, March 16, 2023.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
6. All the material documents referred to in the explanatory statement will be available for inspection on the website of the Company until the last date for receipt of votes through the e-voting process.
7. The Ordinary Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Thursday, 16th March, 2023.

INSTRUCTIONS FOR REMOTE E-VOTING:

The way to vote electronically on NSDL e-Voting system consists of ‘Two Steps’ which are mentioned below:





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on ‘e-voting facility provided by Listed Companies’, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained

with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDEAS Facility If you are already registered for the NSDL IDEAS facility:</p> <ol style="list-style-type: none"> 1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsd.com/ either on a personal computer or mobile phone. 2. Once the homepage of e-Services is launched, click on the “Beneficial Owner” icon under “Login”, avail- able under the “IDEAS” section. 3. A new screen will open. You will have to enter your user ID and password. After successful authentica- tion, you will be able to see e-voting services. 4. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page. 5. Click on options available against company name or e-voting service provider – NSDL and you will be re-directed to the NSDL e-voting website for casting your vote during the remote e-voting period or voting during the meeting. <p>If the user is not registered for IDEAS e-Services,</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsd.com . 2. Select “Register Online for IDEAS” or click on https://eservices.nsd.comSecureWeb/ideasDirectReg.jsp 3. Upon successful registration, please follow steps given in points 1 - 5 above. <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or mobile phone. 2. Once the homepage of e-voting system is launched, click on the “Login” icon, available under the “Shareholder / Member” section. 3. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. 4. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on Company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period. <p>C. NSDL Mobile App Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual Shareholders holding securities in demat mode	<ol style="list-style-type: none"> 1. Existing users who have opted for CDSL Easi / Easiest, they can login through their user id and password. Op- tion will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and select New System Myeasi and then use your existing Myeasi user name & password.

with CDSL	<ol style="list-style-type: none"> After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and you may click on login icon and then click New System Myeasi and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is

	IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- I. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "e-Voting" tab in their login.
- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**"

option available on www.evoting.nsdl.com to reset the password.

- III. In case of any queries, 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to kolkata@linktime.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to kolkata@linktime.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board
For Magadh Sugar & Energy Limited
S Subramanian
Company Secretary
FCS - 4974

Place - Kolkata
Date – February 8, 2023

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

The Members at the 6th Annual General Meeting held on 22nd September, 2020 approved the re-appointment of Mr. Chandra Mohan (DIN-07760264) as Whole-time Director for a period of 3 years from 9th March, 2020. Mr. Chandra Mohan will complete his present term on 8th March, 2023.

The Board of Directors of the Company (**'the Board'**) at its meeting held on 8th February, 2023, on the recommendation of the Nomination & Remuneration Committee recommended for the approval of the Members, the re-appointment of Mr. Chandra Mohan as a Whole-time Director of the Company with effect from 9th March, 2023 on the remuneration and the terms and conditions as approved by the Board, subject to the approval of the members.

As per Regulation 17(1C) of the Listing Regulations effective from 1st January, 2022, a listed entity is required to obtain approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Necessary disclosure of Mr. Chandra Mohan pursuant to the provisions of the Listing Regulations and is provided in "**Annexure-A**" to the Notice.

The main terms and conditions of appointment of Mr Chandra Mohan are given below:

i.	Basic Salary	Rs. 9,59,820/- (Rupees Nine Lakhs Fifty Nine Thousand Eight Hundred Twenty) only per month. (The Nomination and Remuneration Committee may recommend to the Board such increase in emoluments after taking into account the Company's performance, within the limits contained in Companies Act, 2013 or any amendment thereof or otherwise as may be permissible in law)
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ii.	House	The Company shall provide free furnished accommodation and also pay all rents, rates, taxes, electricity, fuel charges, water charges and all other expenses for the upkeep and maintenance thereof
iii.	Provident Fund	Contribution to Provident Fund shall be as per the Rules of the Company i.e. @12% of Basic Salary
iv.	Gratuity Fund	Contribution to Gratuity Fund shall be as per the Rules of the Company
v.	Leave	Leave as per the Rules of the Company.
vi.	Travelling and other Expenses	Reimbursement of travelling and all other expenses incurred for the business of the Company
vii.	Car & Telephone	The Company shall provide a car with driver and telephone at the residence of the Whole-time Director. Provision of car for use on the Company's business and telephone will not be considered as perquisites. Personal long distance calls and use of car for private purposes shall, however, be paid for by the Whole-time Director.
viii.	Notice Period	The appointment may be terminated by giving three months' notice by either side without assigning any reason whatsoever.
ix.	Minimum Remuneration	Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Mr. Chandra Mohan, the company has no profits or its profit is inadequate, the remuneration payable to the Whole-time Director will be as outlined above, subject to approval of shareholders/ Central Government, if so required.
x.	Sitting Fee	The Whole-time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or any Committees thereof during his tenure as Whole-time Director.
xi.	Disengagement	The appointment is subject to disengagement in accordance with the provisions of the Articles of Association of the Company, the Companies Act, 2013, the Rules made there under and Code of Conduct & Ethics and all other applicable Codes & Policies of the Company and the Listing Regulations as and when applicable.

This Statement may also be regarded as a disclosure under the Listing Regulations, as well as also be regarded as an abstract and memorandum under Section 190 of the Act. As a Whole-time Director of the Company Mr. Chandra Mohan shall be responsible to give direction to the Management team of the Company in accomplishment of its business plan.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Chandra Mohan, to whom the resolution relates, is concerned or interested, financially or otherwise in the aforementioned Resolution.

In compliance with the provisions of Section 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of the SEBI Listing Regulations, the approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Chandra Mohan as Whole-time Director of the Company as set out above.

The Board recommends the ordinary resolution set forth in the accompanying Notice for the approval of the Members of the Company.

“Annexure-A”

Additional information in respect of Mr. Chandra Mohan, as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided below:

Name of the Director	Mr. Chandra Mohan (DIN – 07760264)
Date of birth and Age	15.05.1960; 62 Yrs
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	09.03.2017
Qualification	Diploma in Mechanical Engineering from Roorkee
Experience	Mr. Chandra Mohan has over 33 years of experience in working in Sugar industries in varied designation before reaching the top position of Unit Head. He has sound knowledge in technical areas of sugar factory besides being a good administrator and controller.

Terms and conditions of appointment	As mentioned in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice.
Remuneration last drawn (FY 2022-23)	Rs 104.72 lakhs (upto Jan'23)
Remuneration proposed to be paid	As mentioned in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice.
Relationship with other Directors / Key Managerial Personnel of the Company	None
Number of shares held in the Company	Nil
No of meetings of the Board attended during the financial year 2022-23	4 (till the date of this Notice)
Directorships of Other companies	Nil
Chairmanship/Membership of Committees of Other Companies	Nil
Listed entities from which the person has resigned in the past three years	Nil