



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

## POSTAL BALLOT NOTICE

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolution appended below is proposed to be passed by the Members through Postal Ballot/ electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ("Board") has appointed CS Atul Kumar Labh, Practicing Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed with the assent or dissent and signed by the Member(s) in the enclosed self-addressed Business Reply Envelope so as to reach the Company not later than 1700 Hours IST on June 21, 2019. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 1700 Hours IST on June 21, 2019 shall be considered invalid. The Notice of Postal Ballot is also placed on the website of the Company and shall remain on the website till June 21, 2019 i.e. the last date for receipt of the Postal Ballots from the Members.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballots in this Postal Ballot Notice include votes received electronically.

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 (including e-voting). The result of the postal ballot shall be declared by the Chairperson or any other authorized person of the Company on or before June 23, 2019 and communicated on the same day to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent and shall also be displayed on the Company's website.

### SPECIAL BUSINESS:

#### Issue of Bonus Shares

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

RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, the relevant provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), the applicable provisions of the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations, 2017 and pursuant to the recommendation of the Board of Directors (hereinafter referred to as "**Board**", which expression shall be deemed to include a Committee of Director or Officer's duly authorised in this behalf), and subject to such approvals as may be required in this regard, consent of the members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of the Capital Redemption Reserve account and/or Free Reserves of the Company, as may be necessary for the purpose of the issue of bonus shares of Rs.10/- each, credited as fully paid-up shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members of the Company / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board ('Record Date'), in the proportion of 4(four) equity shares for every 10 (ten) existing equity shares held by the members and that the bonus equity shares so issued and allotted shall, for all purposes, be treated as the paid-up capital of the Company entitled to by each such member.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall be completed and thereafter be dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except in respect of those allottees who hold shares in dematerialized form.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians ('NRIs'), Persons of Indian Origin ('PIO') / Overseas Corporate Bodies ('OCBs') and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India ('RBI'), and any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date, save and except that they shall not be entitled to any dividend in respect of any financial year up to and including March 31, 2019, and shall always be subject to the terms and conditions contained in the Memorandum and Articles of the Association of the Company.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of bonus equity shares, the Board be and is hereby authorised to make suitable arrangements to deal with such fractions for the benefit of the eligible members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlement.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are

presently listed as per provisions of SEBI Listing regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and to take all such steps as may be necessary to and determine all other terms and conditions of the issue of bonus shares including entering into arrangements with the depository and to do things and to give such directions as may be necessary, proper, expedient, desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board may in its absolute discretion may deem necessary or desirable or fit and its decision shall be final and binding.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to the Finance & Corporate Affairs Committee/ any one or more Director(s)/Officer(s)/ Authorised Representative(s) of the Company 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: May 14, 2019

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**Notes:**

1. The statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on May 10, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's registrar and share transfer agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on May 10, 2019, will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in). The Registrar and Share Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, May 10, 2019. The postal ballot period commences on May 23, 2019 (0900 Hours IST) and ends on June 21, 2019 (1700 Hours IST).
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, the Company has provided the facility to Members to exercise their votes electronically and to vote on the resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
9. Members cannot exercise votes by proxy.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions

printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 1700 Hours IST) on June 21, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Postal Ballot Forms received after 1700 Hours IST on June 21, 2019 will be considered invalid.

11. The Scrutinizer will submit his report to the Chairperson or any other person authorized by the Chairperson after the completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairperson or any director of the Company duly authorized, on or before June 23, 2019 and will also be displayed on the Company website and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent on the said date
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on June 21, 2019 i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.

**Voting through electronic means**

In compliance with Regulation 44 of SEBI Listing Obligation and Disclosure Requirements, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

**The instructions for e-voting are as follows:**

- Step 1:** Log in to NSDL's e-voting system at <https://www.evoting.nsdl.com>  
**Step 2:** Cast your vote electronically on NSDL's e-voting system.

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.

**4. Your User ID details are given below :**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****
c) 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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.

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.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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 [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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## STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

The Equity shares of your company are listed and actively traded on National Stock Exchange of India Limited, BSE Limited and Calcutta Stock Exchange Limited. With a view to encourage the participation of small investors by making equity shares of the Company affordable, to further increase the liquidity of its shares and expand the retail shareholder base, the Board, at its meeting held on 14th May, 2019, considered, approved and recommended a bonus issue of 4 (four) equity shares for every 10 (ten) existing equity shares held as on a Record Date to be determined by the Company. The Board approved and recommended the issue of bonus shares. The bonus issue of equity shares will be subject to approval by the members, and any other applicable statutory and regulatory approvals.

The bonus shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares, save and except that they shall not be entitled to any dividend in respect of any financial year up to and including March 31, 2019, and shall always be subject to the terms and conditions contained in the Memorandum and Articles of the Association of the Company.

The bonus issue of equity shares, is subject to members' approval in terms of Sections 63 of the Companies Act, 2013 and the Postal Ballot

Notice seeks members' approval for capitalization of the amount standing to the credit of the Capital Redemption Reserve account and/ or Free Reserves for issue of bonus shares on the terms and conditions as set out in the resolution.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible members, including but not limited to, aggregating of such fractions and allotting the number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such members and shall as soon as possible sell such equity shares at the prevailing market rate and the sale proceeds of such shares, after adjusting the cost and the expenses in respect thereof, be distributed amongst such Members.

No Director, Key Managerial Personnel or their relatives are directly or indirectly concerned or interested in the resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution set forth for the approval of the members.

By Order of the Board  
For **Magadh Sugar & Energy Limited**

**S Subramanian**  
Company Secretary  
FCS 4974

Place: Kolkata  
Date: May 14, 2019



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

**POSTAL BALLOT FORM**

(Please read the instructions printed overleaf carefully before exercising your vote.)

Serial No. : .....

1. Name and Registered Address :  
of the Member

2. Name(s) of Joint holder(s), if any :

3. DP ID No\* & Client ID No./ :  
Registered Folio No.

(\*applicable to investors holding  
shares in dematerialised form)

4. No. of Equity Share(s) held :  
as on May 10, 2019

I / We hereby exercise my / our vote in respect of the Ordinary Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated May 14, 2019, by sending my / our Assent (For) / Dissent (Against) to the said Ordinary Resolution by placing a tick (v) mark at the appropriate box below :

Sl. No.	Description of the Ordinary Resolution	No. of Shares	I / We assent to the Resolution as circulated (FOR)	I / We dissent to the Resolution as circulated (AGAINST)
1.	Approval for issue of Bonus Shares.			

Place:

Date:

\_\_\_\_\_  
(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS		
EVEN (Electronic Voting Event Number)	USER ID	Password / PIN
110696		

- Notes :**
1. Please read carefully the notes/instructions printed overleaf before exercising your vote.
  2. Last Date for receipt of this Postal Ballot Form by the Scrutinizer is June 21, 2019.

## INSTRUCTIONS

1. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at 09:00 Hours IST on Thursday, May 23, 2019, and ends at 17:00 Hours IST on Friday, June 21, 2019.
2. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. Friday, May 10, 2019. A person who is not a member on the relevant date should treat this notice as an intimation only.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member, will also be accepted.
4. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
5. The Members can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case Members cast their vote by Physical and e-Voting, the voting through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be despatched.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. Consent must be accorded by placing a tick (✓) mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick (✓) mark in the column, 'I/We dissent to the Resolution'. Form bearing tick (✓) mark in both the columns will be treated as invalid. A Member need not use all of his/her votes nor does he/she need to cast his/her votes in the same way.
9. The votes of a member will be considered invalid on any of the following grounds:
  - a) if the Postal Ballot form has not been signed by or on behalf of the member;
  - b) if the member's signature does not tally;
  - c) if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
  - d) if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
  - e) if the Postal Ballot Form is incomplete or incorrectly filled;
  - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
  - g) if the form other than the one issued by the Company is used.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than by 17:00 Hours IST on Friday, June 21, 2019. Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received and the same will not be considered for the purpose of Postal Ballot.
11. A Member may request for a duplicate Postal Ballot Form from the Registrar and Share Transfer Agent, Unit: Magadh Sugar & Energy Limited, Link Intime India Private Limited, 59C, Chowringhee Road, Kolkata – 700 020 or download the same from the Company's website [www.birla-sugar.com](http://www.birla-sugar.com).
12. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/other authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
15. The result of voting on the Resolutions will be declared on or before Sunday, June 23, 2019 at the registered office and will also be displayed on the website of the Company [www.birla-sugar.com](http://www.birla-sugar.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.