



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

Notice is hereby given that the Fifth Annual General Meeting (AGM) of **MAGADH SUGAR & ENERGY LIMITED** will be held at the Registered Office of the Company at P.O Hargaon, Dist.- Sitapur Pin – 261121, on Tuesday, the 3rd day of September, 2019, at 1.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Directors' and Auditor's thereon.
2. To declare dividend on the Equity Shares of the Company.
3. To appoint a Director in place of Mr. Chandra Shekhar Nopany (DIN 00014587), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. 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 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of remuneration of Rs. 1,10,000/- (apart from reimbursement of out of pocket expenses and applicable taxes) to Cost Auditors, M/s D Radhakrishnan & Co., Cost Auditors, for conducting the cost audit of the cost records of the Company for the year ending 31st March, 2020, as approved by the Board of Directors on the recommendation of the Audit Committee, be and is hereby approved and ratified.

By Order of the Board

S Subramanian

Company Secretary

FCS - 4974

Place : Kolkata

Dated :14th May, 2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before commencement of the meeting.

In terms of Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of not exceeding 50 (fifty) members and holding in aggregate not more than 10% (ten per cent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of the paid up share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, June 5, 2019 to Friday, June 7, 2019 to determine eligible shareholders entitled to receive the Dividend on 1,00,65,450 Equity Shares for the financial year 2018-19.
4. Subject to the provisions of Section 126 of the Act, dividend on Equity Shares as recommended by the Board of Directors, if declared at the AGM, will be paid on or after 3rd September, 2019 :
 - i) to those members whose names appear on the Register of Members as on 7th June, 2019 after giving effect to all valid transfers in physical form lodged with the Company on or before 4th June, 2019; and
 - ii) in respect of shares held in dematerialised form, the dividend will be paid on the basis of beneficial ownership as on 4th June, 2019, as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
5. In terms of Section 152 of the Act Mr. Chandra Shekhar Nopany, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of the Institute of Company Secretaries of India ("ICSI"), in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

6. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
7. Members/Proxies/Authorised Representatives are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar & Share Transfer Agent.
10. In terms of circulars issued by Securities and Exchange Board of India (India), it is mandatory to furnish a copy of PAN Card to the Company or its Registrar & Share Transfer Agent in the following cases viz Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares.
11. Members are requested to notify the change in their addresses, if any, and the name of the Bank(s) with account number(s) for inscribing it on the face of the dividend warrant(s) to avoid the fraudulent encashment of the same to the Company/Registrar & Share Transfer Agent (RTA). Members holding shares in dematerialized form should send the above information to their Depository Participants.
12. Members are also requested to notify their e-mail addresses to the Company/Registrar & Share Transfer Agent so that all correspondences including Annual Report, Notices, Circulars etc., can be sent to them electronically in view of Circular No 17/95/2011 CL-V dated 21st April, 2011 issued by Ministry of Corporate Affairs. Members willing to receive such correspondence physically free of cost should inform the Company.
13. In all correspondences with the Company/Registrar & Share Transfer Agent (RTA), the members are requested to quote their account/folio numbers and in case their shares are held in dematerialized form, they must quote, their DP ID Number and their Client ID Number.
14. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.
15. In terms of provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders in respect of shares held by them in physical form. The Nomination Form "SH. 13" as stipulated in Rule 19 of Companies (Share Capital and Debentures) Rules, 2014 can be obtained for the purpose from the Company/Registrar & Share Transfer Agent (RTA).
16. The Audited Financial Statements for the year ended 31st March, 2019, alongwith the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Financial Statements and/or any statutory register/ documents referred to in the Notice / Statement are available for inspection by the Members at the Registered Office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) between 11.00 A.M. and 1.00 P.M. up to this AGM.
17. Members who wish to obtain information on the Company's Account for the financial year ended 31st March, 2019 may visit the Company's website www.birla-sugar.com or send their queries at least 10 days in advance before the AGM to the Directors of the Company.

18. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI(LODR) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 30th August, 2019 (9:00 am) and ends on 2nd September, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th August, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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.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.
 - 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.

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 goenkamohan@gmail.com with a copy marked to 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.nsd.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.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 27th August, 2019.
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27th August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kolkata@linkintime.co.in
- VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- IX. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. Mr Mohan Ram Goenka, Practicing Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.birla-sugar.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.

By Order of the Board

S Subramanian

Company Secretary

FCS - 4974

Place : Kolkata

Dated :14th May, 2019

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

Item No 4.

The Board of Directors had on the recommendation of the Audit Committee, approved the appointment and proposed the remuneration of M/s D Radhakrishnan & Co, Cost Accountants, Kolkata, as Cost Auditors for conducting the cost audit of the cost records of Sugar, Industrial Alcohol and Power units of the Company for the financial year 2019-20 at a remuneration of Rs. 1,10,000 /-

The Company has received a Certificate regarding his eligibility for appointment as Cost Auditors. A copy of the certificate would be available for inspection by the members at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, excluding Saturday up to the date of the Annual General Meeting.

In accordance with the provisions of Section 148 of Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be approved and ratified by the Shareholders of the Company. Hence, this

Resolution is put for the consideration of the Shareholders

The Board recommends the resolution at Item no. 4 of the notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Particulars of Directors seeking appointment/re-appointment at the Annual General Meeting

(In pursuance of Section 196 (4) of the Companies Act, 2013, Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2)

Name	Mr Chandra Shekhar Nopany	
Date of birth	19.09.1965	
Brief profile covering experience	Mr. Chandra Shekhar Nopany is a Member of the Institute of Chartered Accountants of India and Masters in Science of Industrial Administration from Carnegie Mellon University, Pittsburgh, USA. 1989. He is an eminent industrialist having vast experience in diverse fields like sugar, tea, shipping, textiles, fertilizers and chemicals, etc. He is the past President of Indian Chambers of Commerce and the present member of the Executive Committee of FICCI.	
Date of appointment	29.07.2016	
Inter-se relationship	NIL	
Shareholding	30,840 Equity Shares	
Other Directorships	Name of Company(ies)	Committee Memberships, if any with position
	Avadh Sugar & Energy Limited	-
	SIL Investments Limited	● Stakeholders' Relationship Committee, Chairman
	Yashovardhan Investment & Trading Company Limited	-
	Ronson Traders Limited	● Stakeholders' Relationship Committee, Chairman
	New India Retailing & Investment Limited	-
	Sutlej Textiles and Industries Limited	-
	Chambal Fertilisers and Chemicals Limited	● Nomination and Remuneration Committee, Member ● Corporate Social Responsibility Committee, Chairman
	Ganges Securities Limited	-

Route Map of the Venue of the Meeting:

A Route Map showing directions to reach to the venue of the 5th AGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard - 2 on "General Meeting".



Venue

P. O. Hargaon, Dist - Sitapur,

Pin - 261121

(The prominent landmark near the Venue is Hargaon Sugar Mills)

5th Annual General Meeting
Tuesday, September 03, 2019
at 1.00 P.M.

MAGADH SUGAR & ENERGY LIMITED

CIN : L15122UP2015PLC069632

Registered Office : P. O. Hargaon, Dist. Sitapur (U.P.), Pin – 261 121

Phone: (05862) 256220, FAX (05862) 256225, E-mail : magadhsugar@birlasugar.org, Website : www.birla-sugar.com

ATTENDANCE SLIP

I / We hereby record my / our presence at the Fifth Annual General Meeting of the Company held on Tuesday, September 03, 2019 at 1.00 P.M., at the Registered Office of the Company at P. O. Hargaon, District – Sitapur, Uttar Pradesh, Pin – 261 121.

.....
Name of the Proxy (in BLOCK LETTERS)

.....
Signature of the Shareholder / Proxy Present

Note : Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

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

5th Annual General Meeting
Tuesday, September 03, 2019
at 1.00 P.M.

MAGADH SUGAR & ENERGY LIMITED

CIN : L15122UP2015PLC069632

Registered Office : P. O. Hargaon, Dist. Sitapur (U.P.), Pin – 261 121

Phone: (05862) 256220, Fax (05862) 256225, E-mail : magadhsugar@birlasugar.org, Website : www.birla-sugar.com

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules), 2014

PROXY FORM
Form MGT-11

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

- (1) Name : Address :
E-mail ID : Signature or failing him/her;
- (2) Name : Address :
E-mail ID : Signature or failing him/her;
- (3) Name : Address :
E-mail ID : Signature

as my / our proxy to attend and vote (on a Poll) for me / us and on my / our behalf at the Fifth Annual General Meeting of the Company held on Tuesday, September 03, 2019 at 1.00 P.M., at the Registered Office of the Company at P. O. Hargaon, District – Sitapur Uttar Pradesh, Pin – 261 121 or at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	Vote (Optional, see Note 3) Please mention no. of shares	
		For	Against
1.	Adoption of Financial Statements.		
2.	Declaration of Dividend on Equity Shares of the Company.		
3.	Appointment of a Director in place of Mr. Chandra Shekhar Nopany (DIN-00014587), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Ratification of remuneration to be paid to M/s. D Radhakrishnan & Co., Cost Accountants, Cost Auditors of the Company.		

Signed this day of

Members Folio No./Client ID No. Signature of Proxy holder(s)

Signature of Shareholder(s)

Affix the
Revenue
Stamp of
Re. 1/-

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. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice convening the Fifth Annual General Meeting.

*3. It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

4. Please complete all details including details of member(s) in above box before submission.