MSEL/SE/2026-27/31 August 24, 2026

The Manager
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza', C - 1, Block G,
Bandra-Kurla Complex,
Bandra (E),
Mumbai 400051
SYMBOL – MAGADSUGAR

The Manager
Listing Department
BSE Ltd.
1st Floor, New Trading Ring,
Rotunda Building
P.J. Towers, Dalal Street, Fort
Mumbai-400 001
STOCK CODE – 540650

Dear Sirs,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of the Notice of Postal Ballot ("Notice") dated August 4, 2026, along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013, read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking approval of the Members of the Company on the Resolution forming part of the Notice by way Postal Ballot through remote e-voting only.

In accordance with the circulars of Ministry of Corporate Affairs, the aforesaid Notice is being sent only by email to all the members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or their respective depository participant(s) and whose names are recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e. Friday, August 14, 2026.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for the purpose of providing remote e-voting facility to its members. The remote e-voting commences on Tuesday, August 25, 2026 at 9:00 A.M. (IST) and ends on Wednesday, September 23, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL thereafter. The result of Postal Ballot will be announced within two working days of the conclusion of remote e-voting.

The Notice is also being made available on the website of the Company at www.magadhsugar.com and on the website of NSDL at www.evoting.nsdl.com.

This is for your kind information and records.

Thanking you,

Yours faithfully,
For Magadh Sugar & Energy Limited

SUBRAMANIAN SATHYAMURTHY
Digitally signed by SUBRAMANIAN SATHYAMURTHY
Date: 2026.08.24 17:42:09 +05'30'

S Subramanian
Company Secretary
FCS - 4974

Encl – as above

CIN: L15122UP2015PLC069632
Registered Office: P.O. Hargaon, Dist. Sitapur (U.P.), Pin – 261 121; Phone (05862) 256220
Email: magadhsugar@birlasugar.org; Website: www.magadhsugar.com

NOTICE OF POSTAL BALLOT

To the Members of the Company,

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (**'Act'**) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as **'MCA Circulars'**), that the Special Resolution as set out in this Notice is proposed to be passed by the Members of Magadh Sugar & Energy Limited ('the Company') through Postal Ballot only by way of remote e-voting (**'e-voting'**) process.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice along with the instructions regarding e-voting is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository(ies)/Registrar and Share Transfer Agent (**'RTA'**) and whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories as on **Friday, August 14, 2026 ('Cut-Off Date')**. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Company's RTA/Depository(ies), please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Board of Directors has appointed Mr. Mohan Ram Goenka, a Practising Company Secretary (FCS:4515 and COP No.:2551), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (NSDL') as the agency to provide e-voting facility. The e-voting facility will be available at the link www.evoting.nsdl.com during the following period (both days inclusive) and shall be disabled for voting thereafter.

Commencement of Remote e-voting	End of Remote e-voting
Tuesday, August 25, 2026 at 09:00 A.M. (IST)	**Wednesday, September 23, 2026 at 05:00 P.M. (IST)**

We request you to carefully read the detailed procedure and instructions for remote e-voting set out in the Postal Ballot Notice.

The Special Resolution, if passed by the requisite majority, shall be deemed to have been passed on the date of conclusion of the Postal Ballot, being the last day of remote e-voting. The results of e-voting will be announced within two working days from the end of remote e-voting and will be displayed on the Company's website at www.magadhsugar.com and NSDL at www.evoting.nsdl.com. The same will also be communicated to the Stock Exchanges.

By Order of the Board
For Magadh Sugar & Energy Limited

S Subramanian
Company Secretary & Compliance Officer
FCS-4974

Place: Kolkata
Date: August 4, 2026

SPECIAL BUSINESS

Item No. 1

Appointment of Lieutenant General Rakesh Kapoor (Retd.) (DIN-11763655) as a Non-Executive Independent Director of the Company

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), and the Rules made thereunder, read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, relevant provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Lieutenant General Rakesh Kapoor (Retd.) (DIN: 11763655), who was appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from 4th August, 2026 pursuant to Section 161(1) of the Act and who has submitted the requisite declarations confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5(five) consecutive years with effect from 4th August, 2026 up to 3rd August, 2031 (both days inclusive);

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

By Order of the Board
For Magadh Sugar & Energy Limited

S Subramanian
Company Secretary & Compliance Officer
FCS-4974

Place: Kolkata
Date: August 4, 2026

NOTES:

1. The Explanatory Statement and reasons for the proposed Resolutions pursuant to Section 102 of the Act setting out material facts are appended below.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners as on **Friday, August 14, 2026 ('Cut-Off Date')** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.magadhsugar.com websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
4. 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) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.magadhsugar.com) duly filled and signed along with requisite supporting documents to MUFG Intime India Private Limited, Rasoi Court, 20 R N Mukherjee Road, Kolkata 700001.
5. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off

Date, should treat this Postal Ballot Notice for information purposes only.

6. Voting rights of a member / beneficial owner shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ('SEBI Master Circular') and SS-2, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. **The e-voting period commences on Tuesday, August 25, 2026 at 9:00 a.m. (IST) and ends on Wednesday, September 23, 2026 at 5:00 p.m. (IST).**
9. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting, i.e., **September 23, 2026**.
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to magadhsugar@birlasugar.org mentioning his / her / its folio number / DP ID and Client ID during the e-voting period.
12. **PROCEDURE FOR E-VOTING:**

Step 1: Access to NSDL e-Voting system

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

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 advised to update their mobile number and email 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	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.
	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **'Beneficial Owner'** icon under **'Login'** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **'Access to e-Voting'** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **'Register Online for IDeAS Portal'** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.
	4. 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 (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.

	5. Shareholders/Members can also download NSDL Mobile App **'NSDL Speede'** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia. com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.com or call at 022- 4886 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. 1800-21-09911

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

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 'Shareholder Member' section.
3. 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.

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. 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.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.com 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.

How to 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.
2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-Voting period.
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.
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

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.com. 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.
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 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP at evoting@nsdl.com

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 magadhsugar@birlasugar.org
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 magadhsugar@birlasugar.org. 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.com 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

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee (NRC'), the Board of Directors, at its meeting held on 4th August, 2026, appointed Lieutenant General Rakesh Kapoor (Retd.) (DIN-11763655) as an Additional Director pursuant to Section 161(1) of the Companies Act, 2013 ('Act') in the capacity of Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 4th August, 2026 up to 3rd August, 2031 (both days inclusive), in terms of Section 149(10) and 149(11) read with Schedule IV of the Act and the Listing Regulations.

As per provisions of Regulation 17(1C) of the Listing Regulations, approval of the shareholders has to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, Lieutenant General Rakesh Kapoor (Retd.) holds office as an Additional Director effective 4th August 2026 and is eligible for appointment as a Non-Executive Independent Director, subject to the approval of the shareholders in accordance with the Listing Regulations.

The Company has received a declaration of independence from him, in terms of Regulation 25(8) and 16(1)(b) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority. He has also submitted the disclosure of interest to the Company and a confirmation that he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended by Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019 with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Lieutenant General Rakesh Kapoor (Retd.) aged 60, is a graduate of St. Stephen's College, Delhi University. He holds advanced degrees including an M.Phil. in Strategy and Security Studies from the University of Madras, a Master's in Strategic Studies from the University of Pennsylvania and a Master's in Management Studies from Osmania University .

Lieutenant General Rakesh Kapoor (Retd.) is a distinguished Strategic Advisor and senior leadership professional with 38 years of experience operating at national security, defence strategy, digital transformation, and policy formulation. Proven expertise in advising governments and armed forces, leading large-scale institutional transformation, and shaping long-term capability development across complex, multicultural, and multi-agency environments. Recognised for driving digital and technology-led transformation, including establishment of enterprise-wide data governance frameworks, and integration of emerging and dual-use technologies through collaboration with government, industry, academia and international partners. Extensive experience in policy development, capability building, crisis and conflict management, humanitarian relief and disaster management, and organisational reform. Seasoned executive with full budgetary and fiduciary responsibility for large portfolios, ensuring governance, transparency, and optimal resource utilisation. Educated at leading global institutions in strategic studies, security, management, and governance, and brings a global perspective suited to board advisory, government, think tank, and international organisation roles.

In the opinion of the Board, Lieutenant General Rakesh Kapoor (Retd.) fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. Having regard to the qualifications, skill, diverse experience, capabilities, professional competence and extensive knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Lieutenant General Rakesh Kapoor (Retd.) as a Non-Executive Independent Director.

A copy of the draft letter for appointment of Lieutenant General Rakesh Kapoor (Retd.) as a Non-Executive Independent Director will be available for electronic inspection from the date of circulation of this Postal Ballot Notice up to the end of the voting period. Shareholders seeking to inspect such documents can send a request to magadhsugar@birlasugar.org mentioning their name, folio no., Client ID / DP ID with a legible self-attested copy of their PAN card attached to the e-mail.

As required under Regulation 36 of the SEBI Listing Regulations and SS 2, other requisite information is annexed hereto and forms a part of this Notice.

Except Lieutenant General Rakesh Kapoor (Retd.) and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

The Board, based on the recommendation of the NRC, recommends the Special Resolution set out at Item No.1 of the Notice for approval of the shareholders.

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT

[In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings]

Name of the Director	Lieutenant General Rakesh Kapoor (Retd.)
DIN	11763655
Designation	Non-Executive Independent Director
Date of Birth	10.11.1965
Date of first appointment	04.08.2026
Qualification	Lieutenant General Rakesh Kapoor (Retd.) is a graduate of St. Stephen's College, Delhi University. He holds advanced degrees including an M.Phil. in Strategy and Security Studies from the University of Madras, a Master's in Strategic Studies from the University of Pennsylvania and a Master's in Management Studies from Osmania University .
Nature of Expertise in specific functional areas	Lieutenant General Rakesh Kapoor (Retd.) is a distinguished Strategic Advisor and senior leadership professional with 38 years of experience operating at national security, defence strategy, digital transformation, and policy formulation. Proven expertise in advising governments and armed forces, leading large-scale institutional transformation, and shaping long-term capability development across complex, multicultural, and multi-agency environments.
Skills and capabilities required for the role	Refer to Item no. 1 of the explanatory statement.
Terms and Conditions of appointment	As per the resolution in Item no. 1 of this Notice, read with the explanatory statement thereto.
Directorships held in other public companies (excluding foreign companies)	None
Memberships / Chairmanships of Committees of other Indian public companies	None
Number of Shares held in the Company as on date (including shareholding as a beneficial owner)	NIL
Inter-se relationships with other Directors and Key Managerial Personnel of the Company	None
No. of Board Meetings attended	Not Applicable
Details of remuneration last drawn	Not Applicable
Remuneration proposed to be paid	In addition to the payment of sitting fees for attending the Meetings of the Board and Committees thereof, the Director would also be entitled to remuneration by way of commission payable to all Non-Executive Directors, as may be determined by the Board/Nomination and Remuneration Committee from time to time.
Listed entities from which the Director has resigned in the past three years	None