

AVADH SUGAR & ENERGY LIMITED

CIN L15122UP2015PLC069635

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

Email: birlasugar@birla-sugar.com | Website: www.birla-sugar.com

Telephone: +915862 256220 Fax: +915862 256225

NOTICE

Notice is hereby given that the Fourth Annual General Meeting of **AVADH SUGAR & ENERGY LIMITED** will be held on Monday, 24th September, 2018, at 2:00 P.M., at P.O Hargaon, Dist.- Sitapur Pin – 261121, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018, and the Reports of the Directors' and Auditor's thereon.
2. To declare Dividend on the Preference Shares of the Company for the financial year ended 31st March 2018.
3. To declare Dividend on the Equity Shares of the Company for the financial year ended 31st March 2018.
4. To appoint Mr. Chandra Shekhar Nopany (DIN 00014587), who retires by rotation and, being eligible, offer himself for re-appointment, as a Director.

SPECIAL BUSINESS

5. 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 remuneration payable to M/s. Somnath Mukherjee, Cost Accountant, appointed by the Board of Directors on the recommendation of Audit Committee of the Company as Cost Auditor to conduct the audit of the cost records of the Company, as applicable, for the financial year ending March 31, 2019, amounting to Rs. 1,60,000 (Rupees One Lakh Sixty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.”

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

Anand Sharma

Company Secretary

FCS - 7305

Place : Kolkata

Dated : 14th May, 2018

Notes:

1. **A Member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy/ proxies to attend and vote instead of himself / herself and such a proxy/ proxies need not be a member of the company. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms, among others, must be supported by appropriate Resolution/Authority, as applicable.**

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on

behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent 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 a proxy for any other person or member.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in relation to the Special Business to be transacted at the meeting, is annexed hereto and forms part of this Notice.
3. Details as required in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and

Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director(s) seeking appointment/re-appointment at the Annual General Meeting (AGM), forms an integral part of the Notice. The Director(s) have furnished the requisite declaration for their appointment/re-appointment.

4. The requirement to place the matter relating to ratification of appointment of Auditors by members at every AGM is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the AGM of the Company held on 31st July, 2017.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday 17th September, 2018 to Monday 24th September, 2018 (both days inclusive).
6. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend, if any, as may be declared at the AGM will be paid on or after 24th September, 2018:
 - a) To those Members whose names appear in the Register of Members of the Company as on 24th September, 2018 after giving effect to all valid transfers in physical form lodged with the Company before 17th September, 2018.
 - b) In respect of shares held in electronic form, to those "deemed members" whose names appear on the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on 15th September, 2018.
7. National Automated Clearing House (NACH) Facility for payment of dividend.

The Company, with respect to payment of dividend will provide the facility of NACH to the Members whose bank details are updated in the Company's record.
8. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.
9. 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.
10. For effecting changes in address/bank details, Members are requested to notify:
 - a) the Registrar & Share Transfer Agent of the Company viz. Link Intime India Private Limited, if shares are held in physical form; and
 - b) their respective Depository Participant (DP), if shares are held in electronic form

Members are requested to quote their Registered Folio number in all correspondence with the Company or its Registrar & Share Transfer Agent and intimation of change must state the Pin Code (alongwith self-attested address proof and self-attested copy of PAN Card for verification).
11. Members who have not encashed their dividend warrants, if any, for the year 2016-17 are requested to send the same to the Company Secretary of the Company at their earliest, for payment in lieu thereof.
12. Pursuant to the provisions of Section 124 of the Companies Act, 2013, as amended, dividend remaining unclaimed/unpaid for a period of seven years is required to be transferred to the Investor Education and Protection Fund established by the Central Government (Fund). Once the unclaimed/unpaid dividend is transferred to the Fund no claim in this regard shall lie against the Company.
13. 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 can be obtained for the purpose from the Company/Registrar & Share Transfer Agent.
14. 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 and Share Transfer Agent
15. The Equity Shares of the Company are compulsorily tradable in the dematerialised form on National Stock Exchange of India Limited and BSE Limited. Therefore, shareholders holding their shares in physical form are advised to have their holding of shares in physical form

converted into dematerialized form to have a better liquidity of their shareholding.

16. The Statement of Profit and Loss for the financial year ended 31st March, 2018, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet and circulated to the Members of the Company along with this Notice are also available in physical/electronic form for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days up to this AGM.
17. Members who wish to obtain information on the Company or view the Accounts for the financial year ended 31st March, 2018 may visit the Company's website www.birlasugar.com or send their queries at least 10 days in advance before the AGM to the Secretary of the Company.
18. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and 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 the SEBI Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 4th 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 20th

September, 2018 (9:00 a.m.) and ends on 23rd September, 2018 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September, 2018, 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 in the NSDL portal 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.

A. Details on Step 1 is mentioned below:

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

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iii. 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.

- iv. Your User ID details are given below :
- v. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can user 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

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***

password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- vi. 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.
- 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.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

B. Details on Step 2 is given below:

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

- a) 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.
- b) 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.
- c) Select "EVEN" of company for which you wish to cast your vote.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) 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.
- f) Upon confirmation, the message "Vote cast successfully" will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) 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.
- b) 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.
- c) 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. You can also update your mobile number and email id on the user profile details of the folio which may be used for sending future communication(s).
- VII. 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 17th September, 2018.
- VIII. 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. 17th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kolkata@linkintime.co.in
- IX. 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.
- X. 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.
- XI. Mr Mohan Ram Goenka, Practicing Company Secretary (CP Registration No. 2551) 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.
- XII. 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.
- XIII. 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 three 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.
- XIV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.birlasugar.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 the BSE Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange Limited.
- XV. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

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

Anand Sharma

Company Secretary

FCS - 7305

Place: Kolkata

Date: 14th May, 2018

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
Item No. 5

The Board of Directors had on the recommendation of the Audit Committee, approved the appointment and proposed the remuneration of Mr Somnath Mukherjee, Kolkata, as Cost Auditor for conducting the audit of the cost records of Sugar, Industrial Alcohol and Power units of the Company for the financial year 2018-19 at a remuneration of Rs 1,60,000/-.

The Company has received a Certificate regarding his eligibility for appointment as Cost Auditor. 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 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. 5 of the notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, in the resolution set out at Item No. 5

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	Mr. Chandra Shekhar Nopany is the son of Mrs. Nandini Nopany.	
Shareholding	30,922 Equity Shares	
	Name of Company(ies)	Committee Memberships, if any with position
Other Directorships	Magadh Sugar & Energy Limited	● Corporate Social Responsibility Committee - Chairman
	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, Member
	Ganges Securities Limited	-
Palash Securities Limited	-	

Route Map of the Venue of the Meeting:

A Route Map showing directions to reach to the venue of the 4th 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)

Sub: Green Initiative in Corporate Communication Electronic Mode of Service of Documents

The Ministry of Corporate Affairs (MCA) had taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and had issued circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011 allowing service of documents to shareholders through electronic mode by the Companies. As a strong supporter of green initiatives and as a responsible corporate citizen, your Company vehemently supports the said clarification.

We are sure, that as a responsible shareholder, you too will support this initiative and get yourselves registered for getting all corporate communications in electronic form from the Company. By registering yourself with the Company for e-communication, you will be able to receive such notice(s)/ document(s), etc., promptly and without there being a chance of loss of the same in postal transit. It is therefore proposed that henceforth documents Notices of Meetings, Annual Reports, Directors' Reports, Auditors' Report and

other shareholder communications will be sent electronically to the e-mail id provided by you and made available with the Company by the Depositories viz., NSDL/CDSL.

All those shareholders of the Company who have so far not provided their e-mail ids to the Company are requested to do so. All those shareholders who have already provided their e-mail ids to the Company are requested to keep their Depository Participants (DPs) informed of changes, if there be any, in their e-mail ids. For shares held in physical form, shareholders can either register their e-mail ids with the Company at secretarial@birla-sugar.com mentioning their name(s) and folio no. or intimate their e-mail ids to the Company's Registrar & Share Transfer Agent M/s Link Intime India Private Limited at the following address:

Link Intime India Private Ltd. (Unit : Avadh Sugar & Energy Limited)
59C, Chowringhee Road, Kolkata 700020
Email: kolkata@linkintime.co.in

4th Annual General Meeting
Monday, September 24, 2018
at 2.00 p.m.

AVADH SUGAR & ENERGY LIMITED

CIN : L15122UP2015PLC069635

Registered office:P.O.Hargaon,Dist. Sitapur (U.P), Pin- 261 121

Phone:(05862) 256220,Fax: (05862) 256225,Email: birlasugar@birla-sugar.com Website: www.birla-sugar.com

ATTENDANCE SLIP

I/We hereby record my/our presence at the Fourth Annual General Meeting of the Company held on Monday, September 24, 2018 at 2.00 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 above 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 NO	User ID	Password/PIN

4th Annual General Meeting
Monday, September 24, 2018
at 2.00 p.m.

AVADH SUGAR & ENERGY LIMITED

CIN : L15122UP2015PLC069635

Registered office:P.O.Hargaon,Dist. Sitapur (U.P), Pin- 261 121

Phone:(05862) 256220,Fax: (05862) 256225,Email: birlasugar@birla-sugar.com Website: www.birla-sugar.com

Pursuant of 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 : Signatureor failing him/her,
(2) Name : Address :
E-mail id : Signatureor failing him/her,
(3) Name : Address :
E-mail id : Signature :

as my/our proxy to attend and vote (on a Poll) for me/us on my/our behalf at the Fourth Annual General Meeting of the Company being held on Monday,September 24, 2018, at 2.00 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	Optional*	
		For	Against
1.	Adoption of Financial Statements.		
2.	Declaration of Dividend on 8.5% Non-convertible Cumulative Redeemable Preference Shares of the Company.		
3.	Declaration of Dividend on Equity Shares of the Company.		
4.	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.		
5.	Ratification of remuneration to be paid to Mr. Somnath Mukherjee, Cost Accountant, Cost Auditor of the Company.		

Signed this day of

Member's Folio No./ DP.ID.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 Statement and Notes, please refer to the Notice convening the Fourth Annual General Meeting.

*3. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. 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.