

MSEL/SE/2024-25/15

May 30, 2024

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

**Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2024**

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Annual Secretarial Compliance Report for the financial year 2023-24.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,  
For Magadh Sugar & Energy Limited

SUBRAMANIAN Digitally signed by  
SUBRAMANIAN SATHYAMURTHY  
SATHYAMURTHY Date: 2024.05.30 13:15:20  
+05'30'

S Subramanian  
Company Secretary  
FCS – 4974

Encl – as above



**K.K. BIRLA GROUP OF SUGAR COMPANIES**

Corporate Office: 5th Floor, Birla Building, 9/1 R. N. Mukherjee Road, Kolkata 700 001

Phone: +91 33 2243 0497 / 8, 2248 7068, 7185 3000, 4082 3700 • Email: birlasugar@birla-sugar.com

Regd Office: P.O. Hargaon, Dist. Sitapur, U.P., PIN 261 121 • Website : www.birla-sugar.com • CIN: L15122UP2015PLC069632

# VINOD KOTHARI & COMPANY

Practicing Company Secretaries  
1006-1009, Krishna Building, 224 A.J.C. Bose Road  
Kolkata – 700 017, India  
Phone: +91 – 33 – 2281 3742 | 4001 0157  
Email: Corplaw@vinodkothari.com  
Web: www.vinodkothari.com  
Unique Code – P1996WB042300  
PAN No -AAMFV6726E  
Udyog Adhar Number – WB10D0000448  
GSTIN:19AAMFV6726E1ZR

## Secretarial compliance report of Magadh Sugar & Energy Limited for the year ended March 31, 2024

We have examined:

- all the documents and records made available to us and explanation provided by **Magadh Sugar & Energy Limited** (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 (“**Review Period**”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“**SEBI**”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”);
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- Not applicable during the Review Period
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- Not applicable during the Review Period
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- Not applicable during the Review Period
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- Not applicable during the Review Period
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”);

**Mumbai:** 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, India

**Delhi:** Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017

**Bengaluru:** 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001



(h) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company)- Not applicable during the Review Period;

(i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:



I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ circular no.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ remark of the PCS	Management response	Remarks
1.	See Table II below									

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ circular no.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ remark of the PCS	Management response	Remarks
1.	As per Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall submit newspaper advertisement of its financial results to the stock exchanges	47	For financial result of QI of 22-23, newspaper publication was not submitted to the Stock Exchanges;	Compliance officer	Filing related	For financial result of QI of 22-23, newspaper publication was inadvertently not submitted to the Stock Exchanges	None	During FY 2022-23, there was an omission in filing of newspaper publication for financial results of Q1. During the current reporting period, i.e. FY 2023-24, the listed entity has duly filed newspaper advertisements in compliance with Regulation 47.		The intent of informing the exchange regarding the newspaper advertisement made under Reg 47 is to confirm that the listed



Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ circular no.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ remark of the PCS	Management response	Remarks
										entity has complied with the timelines for making newspaper advertisement. The Company has taken due care in this regard.
2.	As per Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the listed entity shall submit to the stock exchanges disclosures of related party transactions every six months on the	23(9)	An inter-corporate deposit from a Promoter Group company which was approved in the previous years was consummated during the year. While the same has been reviewed by the audit committee from time to time, however, was inadvertently missed for the half yearly disclosure as on 30th September,	Compliance officer	Disclosure related	An inter-corporate deposit from a Promoter Group company which was approved in the previous years was consummated during the year. While the same has been reviewed by the audit committee from time to time, however, was inadvertently missed for the half yearly disclosure as on 30th September, 2022.	None	During FY 2022-23, an RPT was inadvertently missed from the half yearly RPT disclosures. During the year 2023-24, the RPT disclosures of the listed entity are adequate and appropriate.		The listed entity has made adequate and appropriate disclosures of related party transactions during FY 2023-24 to the stock exchanges.



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Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ circular no.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ remark of the PCS	Management response	Remarks
	date of publication of its standalone and consolidated financial results.		2022.							



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II. I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India ('ICSI'), namely SS-1 and SS-2	Yes	
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations /circulars /guidelines issued by SEBI.</li> </ul>	Yes	
3	<u>Maintenance and disclosure on website</u> <ul style="list-style-type: none"> <li>• The listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.</li> </ul>	a) Yes  b) Yes  c) Yes	
4	<u>Disqualification of Director</u> None of the Director of the Company are disqualified under section 164 of the Companies Act, 2013,	Yes	We have relied on the certificate of non-disqualification of directors obtained by the Company.
5	<u>To examine details related to Subsidiaries of the listed entity:</u> <ol style="list-style-type: none"> <li>a. Identification of material subsidiary companies</li> <li>b. Requirements with respect to disclosure</li> </ol>	N/A	There are no subsidiaries of the listed entity.



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Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	of material as well as other subsidiaries.		
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the Listing Regulations.	Yes	We have verified the same on a sample basis.
7	<u>Performance Evaluation</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	The listed entity has conducted the performance evaluation in the meeting dated 9th May, 2023.
8	<u>Related Party Transactions ('RPTs')</u> a. The listed entity has obtained prior approval of Audit Committee for all RPTs b. In case no prior approval obtained, the listed entity shall provide the detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes  Yes	
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.	Yes	
10	<u>Prohibition of Insider Trading</u> The listed entity is in compliance with the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	





Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	
12	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N/A	There has been no resignation of statutory auditors from the listed entity.
13	<u>Additional Non-Compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	N/A	



Assumptions & Limitation of scope and review:

- 1.Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2.Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3.We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
- 4.This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For M/s Vinod Kothari & Company  
Practising Company Secretaries



*Pammy Jaiswal*  
Pammy Jaiswal  
Partner

Membership No.: A48046

CP No.: 18059

UDIN: A048046F000363966

Peer Review Certificate No.:4123/2023

Place: Kolkata

Date: May 14, 2024