

PALASH SECURITIES LIMITED

CIN – L74120UP2015PLC069675

REGD. OFFICE - P.O. HARGAON, DIST SITAPUR (U.P.), PIN – 261 121

Phone No. (05862) 256220-221; Fax No.: (05862) 256 225

E-mail – palashsecurities@birlasugar.org; Website-www.birla-sugar.com

April 11, 2023

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra- Kurla Complex, Bandra (E)
Mumbai 400 051

Symbol : PALASHSECU

The Dy. General Manager
Corporate Relationship Department
BSE Ltd.
1st Floor, New Trading Ring,
Rotunda Building
P.J. Towers, Dalal Street, Fort
Mumbai-400 001

Stock Code : 540648

Dear Sir/Madam

Sub: Corrigendum to the Postal Ballot Notice

With reference to the announcement made earlier today enclosing the Postal Ballot Notice, we wish to inform you that due to inadvertence the e-voting end date was wrongly mentioned as May 12, 2023 instead of May 11, 2023.

Accordingly the remote e-Voting facility would be available during the following period:

Commencement of e-Voting	12 th April, 2023 from 9.00 a.m.
End of e-Voting	11 th May, 2023 till 5:00 p.m.

The result of Postal Ballot will be announced on or before Monday, May 15, 2023.

A Revised Postal Ballot Notice ('Notice') is enclosed herewith.

The said Notice is also made available on the website of the Company i.e. www.birla-sugar.com and on the website of NSDL www.evoting.nSDL.com.

Inconvenience caused is regretted.

Thanking you,

For Palash Securities Limited

Vikram Kumar Mishra
Company Secretary
FCS : 11269



Encl - as above

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NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given that the Special Resolution set out hereunder for re-appointment of Mr. Chand Bihari Patodia (DIN:01389238), as Managing Director of Palash Securities Limited ('the Company') is proposed to be passed through Postal Ballot by voting through electronic means ('remote e-voting'), pursuant to Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules") including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 11/2022 dated December 28, 2022 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and pursuant to other applicable laws and regulations.

The Statement pursuant to Section 102(1) and 110 and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors of the Company, at its meeting held on February 13, 2023, has appointed Mr. Mohan Ram Goenka, (FCS:4515; C.P. 2551), Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Please note that there will be no dispatch of physical copies of Notices or Postal Ballot forms to the members of the Company and no physical ballot forms will be accepted. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility. The instructions for e-voting are appended in this Postal Ballot Notice.

The Scrutinizer will submit his report, to the Chairperson or any other authorized person of the Company after the completion of scrutiny of the postal ballots. The results of e-voting will be announced on or before May 15, 2023 and communicated on the same day to the Stock Exchanges, Depositories, Registrar and Share Transfer Agent and shall also be displayed on the Company's website: www.birlasugar.com as well as at its Registered Office.

SPECIAL BUSINESS:

Appointment of Mr Chand Bihari Patodia (DIN: 01389238) as Managing Director of the Company

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

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“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and such other approvals, as may be necessary, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Chand Bihari Patodia (DIN: 01389238), who is over 70 years of age, as the Managing Director of the Company on existing terms and conditions without any remuneration, for a further period of three years with effect from 30th March, 2023, whose office would be liable to retire by rotation, if required, pursuant to the applicable provisions of Sec 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Chand Bihari Patodia shall, subject to superintendence, control and directions of the Board of Directors perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company including Board delegated Committee(s) thereof be and they are hereby authorised to alter and vary the terms and conditions of appointment and/or remuneration subject to the provisions of Section 197 any other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company including Board delegated Committee(s) thereof be and they are hereby authorised to do or cause to be done in the name and at the cost of the Company all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution”.

By Order of the Board of Directors

For Palash Securities Limited

Sd/-

Vikram Kumar Mishra

Company Secretary

FCS 11269

Date: 13.02.2023

Place: Kolkata

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Notes

1. Statement pursuant to Section 102(1) and 110 of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members of the Company or List of Beneficial Owners maintained by the Depositories, on Friday, 7th April, 2023 (“cut-off date”) and whose e-mail address is registered with the Company or with the Depositories. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The same will also be available on the Company's website at www.birla-sugar.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
3. 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) by giving details of folio number, e-mail address and self-attested copy of PAN card to kolkata@linktime.co.in, if the shares are held in physical form.
4. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members as on 7th April, 2023 (“cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
5. The e-voting period commences at 9:00 a.m. (IST) on Wednesday, April 12, 2023 and ends at 5:00 p.m. (IST) on Thursday, May 11, 2023. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
6. All the material documents referred to in the explanatory statement will be available for inspection on the website of the Company until the last date for receipt of votes through the e-voting process.
7. The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. on Thursday, May 11, 2023.

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INSTRUCTIONS FOR REMOTE E-VOTING:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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.	<ol style="list-style-type: none">1. 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.2. 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





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	<p>3. 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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.</p>

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	<ol style="list-style-type: none">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 an 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.

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E-mail – palashsecurities@birlasugar.org; Website-www.birla-sugar.com

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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

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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***

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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.
 - 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 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.

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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 – 123783.” 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.co.in. 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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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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 kolkata@linkintime.co.in
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 kolkata@linkintime.co.in. 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.co.in 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.

By Order of the Board of Directors
For Palash Securities Limited

Sd/-

Vikram Kumar Mishra

Company Secretary

FCS 11269

Date: 13.02.2023

Place: Kolkata

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

The Members of the Company at their 6th Annual General Meeting held on 24th September, 2020 approved the re-appointment of Mr. Chand Bihari Patodia (DIN: 01389238) as Managing Director for a further period of three years with effect from 30th March, 2020. Mr Chand Bihari Patodia will complete his present term on 30th March, 2023. Mr. Chand Bihari Patodia, possesses rich experience of over 42 years in various capacities especially involving planning, institutional strengthening including restructuring of organization, motivation of employees for better output, public relation and resolution of disputes etc.

Considering vast experience of Mr. Chand Bihari Patodia and his association with the Company and in order to take advantage of his guidance and supervision on whole-time basis for Company's growth and success, his re-appointment as Managing Director of the Company has been recommended to the shareholders for their approval. Mr. Chand Bihari Patodia, if re-appointed, shall be one of the Key Managerial Personnel of the Company, without any remuneration and whose office shall be liable to retire by rotation, if required.

The Board of Directors of the Company ('the Board') at its meeting held on 13th February, 2023, on the recommendation of the Nomination & Remuneration Committee recommended for the approval of the Members, the re-appointment of Mr. Chand Bihari Patodia as Managing Director of the Company for a further period of three years with effect from 30th March, 2023 on the terms and conditions as approved by the Board, subject to the approval of the members.

This Statement may also be regarded as SEBI a disclosure listing regulations as well as also be regarded as an abstract and memorandum under Section 190 of the Act. As a Managing Director of the Company Mr. Chand Bihari Patodia shall be responsible to give direction to the Management team of the Company in accomplishment of its business plan.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Chand Bihari Patodia, to whom the resolution relates, is concerned or interested, financially or otherwise in the aforementioned Resolution.

As per Regulation 17(1C) of the Listing Regulations effective from 1st January, 2022, a listed entity is required to obtain approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Necessary disclosure of Mr. Chand Bihari Patodia pursuant to the provisions of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) is provided in "Annexure-A" to the Notice.

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“Annexure-A”

Additional information in respect of Mr. Chand Bihari Patodia, as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) is provided below:

Name	Mr. Chand Bihari Patodia
Date of Birth and Age	23.04.1948 and 74 years
Nationality	Indian
Date of first appointment in the Board of Directors of the Company	30.03.2017
Brief Profile covering experience	Mr. Chand Bihari Patodia, possesses rich experience of over 42 years in various capacities especially involving planning, institutional strengthening including restructuring of organization, motivation of employees for better output, public relation and resolution of disputes etc.
Terms and conditions of appointment	As mentioned in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice.
Remuneration last drawn (FY 2022-23)	Nil
Remuneration proposed to be paid	Nil
Inter-se relationship	None
Shareholding	Nil
No. of meetings of the Board attended during the financial year 2022-23	5 (Five)
Directorship of Other companies	1. JKM Engineering Private Limited 2. Patodia Foods & Flavours Private Limited 3. Morton Foods Limited 4. Sunlight Fuels Private Limited
Committee Chairmanship/ Memberships of Other companies	2(Two) Morton Foods Limited - Member in the Audit Committee Morton Foods Limited - Member in the Nomination & Remuneration Committee