



MANGALORE CHEMICALS & FERTILIZERS LIMITED
CIN: L24123KA1966PLC002036
Registered Office: Level 11, UB Tower, UB City, No. 24, Vittal Mallya Road,
Bengaluru – 560 001
Tel: 080-4585 5599, E-mail: shares.mcfl@adventz.com,
Website: www.mangalorechemicals.com

NOTICE OF POSTAL BALLOT

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

To
The Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modifications or reenactment thereof for the time being in force), read with the General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020 General Circular 39/2020 dated December 31, 2020, General Circular 10/2021 dated June 23, 2021 and General Circular 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, if any, that the resolution appended below is proposed for the approval of the members through Postal Ballot by remote e-voting process ("**e-voting**")

SPECIAL BUSINESS:

1. Appointment of Mr. Nitin Manguesh Kantak as a Non-Executive Director:

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 Sections 149 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, Mr. Nitin Manguesh Kantak (DIN 08029847) be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.

By Order of the Board of Directors

Bengaluru
February 01, 2022

Vijayamahantesh Khannur
Company Secretary
A19257

NOTES:

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") is annexed hereto along with the additional information in respect of the Director seeking appointment.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by email to those shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository / Cameo Corporate Services Limited, the Company's Registrar & Transfer Agent (RTA) and whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the closure of business hours on February 18, 2022. In compliance with the requirements of the MCA Circulars, hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot and the shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through e-voting only.
3. The Postal Ballot Notice is placed on the website of the Company at www.mangalorechemicals.com and on the website of the stock exchanges at www.bseindia.com and www.nseindia.com and on the website of Central Depository Services (India) Limited (CDSL), the agency engaged by the Company for providing the facility of Remote e-voting to the Members of the Company at www.evotingindia.com.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. February 18, 2022. The person who is not a member as on cut-off date should treat this notice for information purpose only.
5. The resolutions, if passed by requisite majority, shall be deemed to have been passed on March 29, 2022, i.e. last day specified for receipt of votes through e-voting process.
6. Members who have not yet registered their email ids, are hereby requested to register their email ids
 - **Members with Physical Holding**: A signed scanned copy of request letter mentioning the folio no, email id , Mobile No., PAN (self attested copy) that is to be registered may be sent to the Company's e-mail id : shares.mcfl@adventz.com

and/or to the Company's RTA, Cameo Corporate Services Limited at investor@cameoindia.com

- **Members with Demat Holding**: Register through respective Depository Participants (DPs)
7. A Member cannot exercise his/her vote by proxy on Postal Ballot (e-voting).
 8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Central Depositories Services (India) Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.
 9. Mr. Sudhir V Hulyalkar, Practicing Company Secretary (Membership No. FCS 6040 and CP No. 6137) has been appointed by the Board of Directors of the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
 10. The Scrutinizer shall submit his report to the Chairman of the Company, or any other Director or Company Secretary of the Company upon completion of scrutiny of the votes cast through e-voting. The result of the voting by Postal Ballot will be announced on March 30, 2022 by 5.00 P.M.(IST) at the Registered Office of the Company and the same shall be displayed on the Notice Board at the Registered Office and on the website of the Company at www.mangalorechemicals.com and will also be communicated to the Stock Exchanges.
 11. All the material documents referred to in the Postal Ballot Notice and Explanatory Statement will be available for inspection by the Members at the registered office of the Company on all working days, (i.e. Monday to Friday) between 10.00 A.M. (IST) to 1.00 P.M. (IST) from the date of dispatch of the Notice up to the last date of e-voting i.e. from February 25, 2022 to March 29, 2022.

THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The e-voting period begins on February 28, 2022 at 10.00 AM (IST) and ends on March 29, 2022 at 5.00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of February 18, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The cut-off date for e-voting facility is **February 18, 2022**, and members whose names appear in the register of members of the Company/in the register of beneficial owners maintained by the Depositories will be entitled to avail the service.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.

- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of MCF.

- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Facility for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at sudhir.compsec@gmail.com and to the Company at the email address viz; shares.mcfi@adventz.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders-** please provide necessary details like 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 Company at shares.mcfl@adventz.com /RTA at investor@cameoindia.com.
2. **For Demat shareholders-** please update your email id & mobile no. with your respective Depository Participant (DP).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Based on the recommendation of Nomination and Remuneration Committee, the Board by resolution passed on December 31, 2021 approved the appointment of Mr. Nitin Manguesh Kantak (DIN: 08029847) as an Additional Director w.e.f. January 01, 2021, subject to the approval of the shareholders, who shall be liable to retire by rotation.

Mr. Nitin M. Kantak, is a Chemical Engineer from Institute of Chemical Technology (Formerly UDCT), Mumbai. He has 39 years of experience in Nitrogenous and Phosphatic fertilizer industry in Plant Operations, Project Management & Commissioning, Process Engineering, and Technical Services.

Mr. Nitin M Kantak is interested in the resolution set out at Item No. 1 of the Notice. The relatives of Nitin M Kantak may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above appointment.

The Board of Directors recommends passing of an Ordinary Resolution as set out at Item No.1 of this notice for the approval of the members.

Details of Director seeking appointment:

Name of the Director	Mr. Nitin Manguesh Kantak
DIN	08029847
Date of Birth	December 13,1959

Age	62
Nationality	Indian
Inter-se relationship with Directors of the Company	None
Date of First Appointment	January 1, 2022
Qualification	Bachelor of Chemical Engineering from Institute of Chemical Technology (Formerly UDCT), Mumbai.
Functional Expertise & Experience including brief resume.	<p>Mr. Nitin M. Kantak has 39 years of experience in Nitrogenous and Phosphatic fertilizer industry in Plant Operations, Project Management & Commissioning, Process Engineering, and Technical Services.</p> <p>He started his career with Rashtriya Chemicals and Fertilizers Ltd, Trombay, before moving to Zuari Agro Chemicals Ltd in October 1982. He worked in Zuari Agro Chemicals Limited from 1982 to 2014 in various capacities in Plant Operations. He was appointed as Vice President-Manufacturing & Unit Head of Paradeep Phosphates Ltd from December 2014 to August 2017. He was Chief Technical Officer for Adventz Group Fertilizer Business from September 2017 to January 2019. He served as Chief Operating Officer of Zuari Agro Chemicals Ltd from January 2019 before taking charge as Executive Director. He has been appointed as Whole-Time Director of Zuari Agro Chemicals Limited w.e.f. September 03, 2020.</p> <p>He has participated in the 3 Tier Middle Management Programme for Management Development at IIM-Ahmedabad from January 20-February 16, 2008.</p>
Appointment/Re-appointment	Appointment
Terms and Conditions of re-appointment	Re-appointment on retirement by rotation
Directorship held in other companies (excluding foreign companies & Section 8 companies) as on 1st January, 2022	Zuari Indian Oiltanking Private Limited Zuari Management Services Limited Zuari Agro Chemicals Limited
Membership/Chairmanship of Committees of public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 1st January, 2022	Zuari Agro Chemicals Limited - Member of Stakeholders Relationship Committee

Shareholding in the Company, including shareholding as a beneficial owner	500
Remuneration last drawn	Not applicable
Remuneration proposed to be paid	Sitting fee and remuneration as approved by the members in AGM 2020-21 dt. 16.09.2021
Number of meetings of the Board attended during the year.	N.A.

By Order of the Board of Directors

Bengaluru
February 01, 2022

Vijayamahantesh Khannur
Company Secretary
A19257