



12th August, 2019

To,
Mangalore Chemicals and Fertilizers Limited
UB Tower, Level 11,
UB City, No. 24
Vittal Mallya Road,
Bangalore -560001

Sub: Notice under section 160 of the Companies Act, 2013

Dear Sir,

Pursuant to section 160(1) of the Companies Act, 2013 ("Act"), we, Zuari Agro Chemicals Limited holding 54.03% equity shares in Mangalore Chemicals and Fertilizers Limited (MCFL) hereby propose the appointment of Mr. Shashi Kant Sharma (DIN: 03281847) as an Independent Director for a period of 3 years w.e.f 12th August, 2019 upto 11th August, 2022 on the Board of MCFL, at the ensuing Annual General Meeting of MCFL to be held on 27th August, 2019. Brief profile of Mr. Shashi Kant Sharma is enclosed.

Pursuant to section 160(2) of the Act, we request you to please inform the members of MCFL in relation to appointment of Mr. Shashi Kant Sharma in accordance with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act.

We are confident that the appointment of above mentioned Director on Board of MCFL will be in the best interests of MCFL & and its shareholders.

Thanking You,

Yours Faithfully,

For Zuari Agro Chemicals Limited

R.Y.Patil

Vice President & Company Secretary



Encl : As above

ZUARI AGRO CHEMICALS LIMITED

CIN No.: L65910GA2009PLC006177

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403 726, India

Tel: +0832 2592180, 2592181, 6752399

www.zuari.in

Annexure

Profile of Mr. Shashi Kant Sharma

Mr. Shashi Kant Sharma is a retired IAS (1976 batch). He served as the Comptroller and Auditor General (CAG) of India from 23rd May, 2013 to 24th September, 2017. Before taking office as the CAG, he was the Defense Secretary, Government of India. He was also the Secretary, Department of Financial Services (Ministry of Finance) and Secretary, Department of Information Technology (Ministry of Telecommunication), in the Government of India.

In his capacity as CAG of India, Shashi Kant Sharma was elected by the General Assembly of the United Nations as a Member of UN Board of Auditors in July, 2014, and was chairing the UN Board of Auditors.

Mr. Sharma was active on the Governing Boards of the International Organization of Supreme Audit Institutions (IN10SAI) and the Asian Organization of Supreme Audit Institutions (ASOSAI). He was chairperson of the INTOSAI's Knowledge Sharing Committee and Working Group on Information Technology. He chaired the 13th Assembly of the ASOSAI (Kuala Lumpur, 2015) and the Commonwealth Auditors General Conference (Delhi, 2017). He has extensive experience in leadership roles in the Ministry of Defence, India. He was the Defence Secretary of India between July 2011 and May 2013, and prior to that, the Director General (Acquisitions) and Joint Secretary.

As a member of the Indian Administrative Service since 1976, Mr. Sharma has also worked in various other capacities in the government of Bihar state and the central government, including extensive field assignments in districts. He also served on the board of directors of the State Bank of India, and the Life Insurance Corporation of India. In all, he has over forty years of experience in public policy and management. He has masters' degree in Political Science from Agra University (India) and M.Sc. in Administrative Science and Development Problems from the University of York (the UK). In June 2016, he was conferred an Honorary Professorship at Nanjing Audit University, China.

