



**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](mailto:shares.mcfl@adventz.com),**

**Website: [www.mangalorechemicals.com](http://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, General Circular 20/2021 dated December 08, 2021 and General Circular 3/2022 dated May 05, 2022 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. Marco Philippus Ardeshir Wadia as an Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**;

RESOLVED THAT pursuant to the provisions of Sections 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Marco Philippus Ardeshir Wadia, (DIN: 00244357 DOB: 30/01/1956), in

respect of whom the Company has received a notice in writing from a member under section 160 of the Act, proposing his candidature for appointment as Director, be and is hereby appointed as Independent Director for a term of three (3) years from May 13, 2022 up to May 12, 2025, not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**By Order of the Board of Directors**

Bengaluru  
May 17, 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 June 24, 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](http://www.mangalorechemicals.com) and on the website of the stock exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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. **June 24, 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 July 31, 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](mailto:shares.mcfl@adventz.com) and/or to the Company's RTA, Cameo Corporate Services Limited at [investor@cameoindia.com](mailto: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 or before August 02, 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](http://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 June 30, 2022 to July 31, 2022.

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

- (i) The voting period begins on July 02, 2022 at 10.00 AM (IST) and ends on July 31, 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 June 24, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the

participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of MCF.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.

(xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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](mailto:sudhir.compsec@gmail.com) and to the Company at the email address viz; [shares.mcfi@adventz.com](mailto: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.mcfi@adventz.com](mailto:shares.mcfi@adventz.com) /RTA at [investor@cameoindia.com](mailto:investor@cameoindia.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.



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](mailto: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 May 13, 2022 approved the appointment of Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) as an Additional Director in the category of Independent Directors for a term of three (3) years w.e.f. May 13, 2022, subject to the approval of the shareholders. A notice has been received in writing from a member under Section 160 of the Companies Act, 2013 proposing appointment of Mr. Marco Wadia as an Independent Director of the Company.

The Company has received in writing from Mr. Marco Wadia (i) consent to act as Director of the Company; (ii) intimation to the effect that he is not disqualified from being appointed as Director in terms of Section 164(2) of the Act; and (iii) declaration that he meets the criteria of independence as specified under Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Marco Wadia fulfils the conditions for appointment as Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations and he is independent of the management of the Company.

Mr. Marco Philippus Ardeshir Wadia holds a bachelor’s degree in law from Bombay University. He is a member of the Bar Council of India. He has been a practicing advocate since 1986 and is currently a partner at Crawford Bayley & Co. He has over 30 years of experience in the legal profession having specialised in corporate matters and mergers and acquisitions.

Mr. Marco Wadia is interested in the resolution set out at Item No. 1 of the Notice. The relatives of Marco Wadia 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 a Special 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. Marco Philippus Ardeshir Wadia
DIN	00244357
Date of Birth	January 30, 1956
Age	66
Nationality	Indian

Inter-se relationship with Directors of the Company	None
Date of First Appointment	May 13, 2022
Qualification	Bachelor's degree in law from Bombay University
Functional Expertise & Experience including brief resume.	Mr. Marco Philippus Ardeshir Wadia holds a bachelor's degree in law from Bombay University. He is a member of the Bar Council of India. He has been a practicing advocate since 1986 and is currently a partner at Crawford Bayley & Co. He has over 30 years of experience in the legal profession having specialised in corporate matters and mergers and acquisitions.
Appointment/Re-appointment	Appointment
Terms and Conditions of re-appointment	As per resolution
Directorship held in other companies (excluding foreign companies & Section 8 companies) along with listed entities from which the person resigned in the past 3 years as on 13 May, 2022	Chambal Fertilisers and Chemicals Limited Jots Engineering Company Limited Stovec Industries Limited Paradeep Phosphates Limited Exa Thermometrics India Private Limited Amphetronix Offset Interconnectsolutions Private Limited Amphenol Omniconnect India Private Limited Amphenol Interconnect India Private Limited Johnson & Johnson Private Limited Indian Register of Shipping Simon India Limited Zuari Agro Chemicals Limited – ceased on 01.04.2022 Zuari Industries Limited (formerly known as Zuari Global Limited) – ceased on 01.04.2022 Gobind Sugar Mills Limited (Amalgamated)
Membership/Chairmanship of Committees of public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 13 May, 2022	Chambal Fertilizers & Chemicals Limited – Chairman of Audit Committee & Member of Stakeholders Relationship Committee Paradeep Phosphates Limited - Chairman of Audit Committee Stovec Industries Limited – Member of Audit Committee
Shareholding in the Company, including shareholding as a beneficial owner	NIL
Skills & capabilities	He has over 30 years of experience in the legal profession having specialised in corporate matters and mergers and acquisitions.
Remuneration last drawn	Not applicable

Remuneration proposed to be paid	Sitting fee for attending Board and Committee Meetings and the remuneration as approved by the members in the Annual General Meeting held on September 16, 2021
Number of meetings of the Board attended during the year.	N.A.

**By Order of the Board of Directors**

Bengaluru  
May 17, 2022

**Vijayamahantesh Khannur**  
Company Secretary  
A19257