



Mangalore Chemicals
& Fertilizers Limited

722/POSTALBALLOT/2025

July 02, 2025

National Stock Exchange of
India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
MUMBAI - 400 051

BSE Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI - 400 001

Dear Sir/Madam,

Company's Scrip Code in BSE : 530011 MANGCHEM
Company's Symbol in NSE : MANGCHEFER
ISIN : INE558B01017

Sub: Postal Ballot Notice - Disclosure under Reg 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed herewith a copy of Postal Ballot Notice which is being sent to the Members of the Company for seeking their approval by remote e-voting process ("e-voting") for below mentioned business:

1. Re-appointment of Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) as a Non-executive Independent Director of the Company

The Notice is being sent only by email to all its members who have registered their email addresses with the Company or depository(ies)/ depository participants/ Cameo Corporate Services Limited (RTA) and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. June 27, 2025.

The resolutions, if passed by requisite majority, shall be deemed to have been passed on August 02, 2025 i.e. last day of the e- voting period.

The result of the e-voting by Postal Ballot will be announced within two days from the date of conclusion of e-voting period.

The Postal ballot Notice is uploaded on the website of the Company at www.mangalorechemicals.com

Please take the above information on record.

Thanking you,

Yours faithfully,
For Mangalore Chemicals & Fertilizers Limited

Vighneshwar G Bhat
Company Secretary

Encl: As above



MANGALORE CHEMICALS & FERTILIZERS LIMITED
CIN: L24123KA1966PLC002036
Registered Office: Level 11, UB Tower, UB City, No. 24, Vittal Mallya Road,
Bengaluru – 560 001, Karnataka
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 Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Members,

NOTICE is hereby given pursuant to Section 108, 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 modification(s) or re-enactment 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, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "**MCA Circulars**"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) 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 Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and pursuant to other applicable laws rules, circulars notifications and regulations, if any, the resolution appended below is proposed for the approval of the members through Postal Ballot only by remote e-voting process ("**e-voting**").

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

Further, in terms of the MCA Circulars, this Postal Ballot Notice is sent only through electronic mode to those members who have registered their email addresses with the Company or depository/depository participants. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the SEBI (LODR) Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The Company has engaged Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility to the Members. The communication of assent (FOR)/dissent (AGAINST) of the Members shall only take place through the remote e-voting system. The Board of Directors of the Company (the "Board") has appointed Mr. Sudhir V Hulyalkar, (Membership No. FCS 6040), Practising Company Secretary, as the Scrutinizer ("the Scrutinizer") for conducting the Postal Ballot through remote e-voting process. Members are requested to record their assent (FOR) or dissent (AGAINST) through remote e-voting which commences from 9.00 a.m. (IST) on Friday, July 04, 2025 and ends at 5.00 p.m. (IST) on Saturday, August 02, 2025. Remote e-voting shall be disabled by CSDL immediately thereafter

and will not be allowed beyond the said date and time. Upon completion of the scrutiny of the remote e-voting data provided by CDSL, the Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him. The result of the Postal Ballot shall be announced within two days from the conclusion of the e-voting i.e. on or before Monday, August 04, 2025. The said results along with the scrutinizer's report shall be displayed on Company website, communicated to the stock exchanges and will be displayed simultaneously on the website of the Stock exchanges, RTA and on the Notice Board of the Company.

The last date of e-voting, i.e. Saturday, August 02, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. The resolution passed by the members through postal ballot are deemed to have been passed as if it is passed at a General Meeting of the members. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notice.

SPECIAL BUSINESS:

1. Re-appointment of Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) as a Non-executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the of the Act, proposing his candidature for re-appointment as an Independent Director, be and is hereby re-appointed as a Non-executive Independent Director of the Company, for a second term of 5 (five) years with effect from May 13, 2025 up to May 12, 2030 and that he shall not be liable to retire by rotation.

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

Registered Office: Level 11, UB Tower, UB City 24,
Vittal Mallya Road, Bangalore - 560001
CIN: L24123KA1966PLC002036

May 07, 2025

By order of the Board of Directors

Vighneshwar G Bhat
Company Secretary
Membership No.: A16651

NOTES:

1. The 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 re-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 Friday, June 27, 2025. 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. 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 (LODR) Regulations, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
4. The Postal Ballot Notice is available 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 also on the website of 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.
5. 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., Friday, June 27, 2025. The person who is not a member as on cut-off date should treat this Notice for information purpose only.
6. The resolution, if passed by requisite majority, shall be deemed to have been passed on Saturday, August 02, 2025, i.e., last day specified for receipt of votes through e-voting process.
7. A Member cannot exercise his/her vote by proxy on Postal Ballot (e-voting).
8. Mr. Sudhir V Hulyalkar, Practicing Company Secretary (Membership No. FCS 6040) has been appointed as Scrutinizer by the Board of Directors of the Company for conducting the Postal Ballot process in a fair and transparent manner.
9. 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 through Postal Ballot will be announced on or before Monday, August 04, 2025 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.
10. 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 remote e-voting.

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

- (i) The voting period begins on **Friday, July 04, 2025 at 9.00 AM (IST)** and ends on **Saturday, August 02, 2025 at 5.00 PM (IST)**. During this period, the shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of June 27, 2025 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 CDSL Depository	<ol style="list-style-type: none">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 to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.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 or joining virtual meeting & voting during the meeting. 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 cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	<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 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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: https://eservices.nsd.com 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 above mentioned website.

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

Login type	Helpdesk details
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 21 09911.
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.

(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.
- 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 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:

	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.

- (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 MCFL.
- (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 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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.mcfl@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 shareholders holding shares in physical mode** - A signed copy of request letter in Form ISR-1 mentioning details like Folio No., Name of shareholder, Mobile No., email ID, that is to be registered along with scanned copy of the share certificate (front and back), copy of PAN (self attested), copy of AADHAR (self attested) may be sent by email to Company at shares.mcfl@adventz.com /RTA at investor@cameoindia.com. Members may download the prescribed form from the Company's website at https://www.mangalorechemicals.com/investor/investor_forms_format.
2. **For Demat shareholders** - Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

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 or contact at toll free no. 1800 21 09911.

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 toll free no. 1800 21 09911.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.1: Re-appointment of Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) as a Non-executive Independent Director of the Company:

Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) was appointed as an Independent Director of the Company in terms of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') for a period of three years with effect from May 13, 2022 to May 12, 2025, by the Board and approved by the Members of the Company through Postal Ballot on July 31, 2022.

Brief Profile:

Mr. Marco Philippus Ardeshir Wadia, aged 69 years, is a B.A. (Hons) and LLB from Bombay University. He is a member of the Bar Council of India. He has been a practicing advocate since 1986 and, was a partner in the Law Firm Crawford Bayley & Co. from 01.04.2001 until 01.04.2024. He has over 30 years of experience in the legal profession specialising in Joint Ventures, Contracts, Corporate matters and mergers and acquisitions. He presently serves as an Independent Director of Stovec Industries Limited, Texmaco Rail & Engineering Limited and a number of private Companies.

The Nomination and Remuneration Committee has evaluated the performance of Mr. Marco Wadia based on the criteria of performance of duties and responsibilities /obligations, governance parameters, participation and contribution at the Board / Committees and fulfilment of independence criteria and maintaining independence from the management by him. Pursuant to the evaluation done by the Nomination and Remuneration Committee and the Board, subject to the approval of the shareholders, approved the re-appointment of Mr. Marco Wadia as a Non-executive Independent Director for a second term of 5 years w.e.f. May 13, 2025 till May 12, 2030, not liable to retire by rotation.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Marco Wadia fulfils the conditions for his re-appointment as a Non-executive Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015 and he is independent of the management. The Board recommends passing of the Special Resolutions as set out in Items no. 1 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge he bring would benefit the Company.

A notice has been received in writing by a member under Section 160 of the Companies Act, 2013 proposing re-appointment of Mr. Marco Wadia as a Non-executive Independent Director of the Company.

Mr. Marco Wadia is interested in the Resolution set out at Item No. 1 of the Notice with regard to his re-appointment. The relatives of Mr. 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 re-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.

Additional information on Director seeking re-appointment pursuant to SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings:

Name of the Director	Mr. Marco Philippus Ardeshir Wadia
DIN	00244357
Date of Birth	January 30,1956
Age	69 years
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 specialized in corporate matters and mergers and acquisitions.
Appointment/Re-appointment	Re-appointment
Terms and Conditions of re-appointment	As per the resolution at Item No.1 of this Notice read with explanatory statement thereto.
Directorship held in other companies (excluding foreign companies & Section 8 companies) as on 7th May, 2025	<ul style="list-style-type: none"> • Stovec Industries Limited • Texmaco Rail & Engineering Limited • Exa Thermometrics India Private Limited • Amphetronix Offset Interconnect Solutions Private Limited • Amphenol Interconnect India Private Limited • Amphenol Industrial Products India Private Limited • Indian Register of Shipping

Listed entities from which the person has resigned in the past 3 years	Nil		
Membership/Chairmanship of Committees of public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 7th May, 2025	Company	Audit Committee	Stakeholders' Relationship Committee
	Stovec Industries Limited	Member	-
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 specialized in corporate matters and mergers and acquisitions.		
Remuneration last drawn	Sitting Fees and commission of Rs. 9.80 lakhs were paid by the Company for FY 2024-25.		
Remuneration proposed to be paid	Sitting fee for attending Board and Committee Meetings & remuneration as approved by the members in AGM dated 16.09.2021.		
Number of meetings of the Board attended during the financial year 2024-25.	05		

By order of the Board of Directors

Bengaluru
May 07, 2025

Vighneshwar G Bhat
Company Secretary
Membership No.: A16651