

## NOTICE

To

### The Members,

NOTICE is hereby given that the Forty Seventh Annual General Meeting of the Members of the Company will be held at 3.15 PM on Thursday, September 4, 2014, at Good Shepherd Auditorium, opposite St. Joseph's Pre-University College, Field Marshal K.M Cariappa Road (Residency Road), Bangalore – 560 025 to transact the following businesses:

### ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet as at March 31, 2014, the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and the Statutory Auditors.
2. To declare a dividend.
3. To appoint a Director in place of Mr. S R Gupte, (DIN 00109548) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and in this connection, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder, as amended from time to time, M/s. K P Rao & Company, Chartered Accountants, (Registration Number 0031355), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Fiftieth Annual General Meeting, (subject to ratification at every Annual General Meeting held after this Annual General Meeting) on such remuneration as may be fixed by the Board of Directors.”

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution :**

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and the rules framed thereunder read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pratap Narayan (DIN 00016749), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 4, 2014 up to September 3, 2019.”

6. To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution :**

“RESOLVED THAT pursuant to the relevant provisions contained in the Articles of Association of the Company and sections 196, 197 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and Rules framed thereunder, as amended from time to time, consent of the members be and is hereby accorded for the re-appointment of Mr. Deepak Anand (DIN 00011500) as Managing Director of the Company for a period of two years from 1.10.2014 or till the date he continues to be the nominee of the UB Group on the Board of the Company, whichever is earlier, on a token salary of ₹ 1/- per month.”

“RESOLVED FURTHER THAT as the Managing Director, Mr. Deepak Anand be entrusted with substantial powers of management and be responsible for the general conduct and the management of business and affairs of the Company, subject to the superintendence, control and direction of the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution :**

“RESOLVED THAT pursuant to the provisions of section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of remuneration of ₹ 1,00,000/- (Rupees one lakh only) exclusive of service tax and other statutory levies, if any, and reimbursement of actual expenses incurred on travel, accommodation and other out-of-pocket expenses to Mr. P R Tantri, Cost Accountant (Membership Number 2403), for conducting audit of cost records of the Company for the Financial Year 2014-15, be and is hereby ratified and confirmed.”

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

8. To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution :**

“RESOLVED THAT in supersession of the ordinary resolutions passed at the annual general meetings held on 20th April 1977, 28<sup>th</sup> August 1986 and 28<sup>th</sup> September 2007 and pursuant to the provisions of Article 124 of the Articles of Association of the Company and

Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, the consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money for the purposes of the Company at any time or from time to time, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided that the total amount so borrowed by the Company together with the amount already borrowed and outstanding shall not exceed ₹ 600,00,00,000/- (Rupees six hundred crores only), apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business."

By the Order of the Board

Place : Bangalore  
Date : May 15, 2014

**K. Raghuvieran**  
Senior Vice President (Finance) & Company Secretary

## NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.**
- The Register of Members of the Company will remain closed from September 2, 2014 to September 4, 2014 (both days inclusive) for the purpose of determination of members who are entitled to receive the dividend for the financial year 2013-14.
- Dividend as recommended by the Directors for the financial year ended March 31, 2014, if declared, will be payable to those members holding shares in physical form whose names appear in the Register of members of the Company, as at the close of business hours of September 1, 2014 and in respect of members holding shares in demat form, as per the list of beneficial owners furnished by NSDL and CDSL.
- Pursuant to the provisions of section 205A(5) and 205C of the Companies Act, 1956, the dividend amount remaining unclaimed/unpaid for a period of seven years from the due date of payment shall be transferred to the Investor Education and Protection Fund (IEPF) established by Central Government. Members who have not yet encashed their dividend warrant(s) are requested to make their claims without any delay.

**IT MAY BE NOTED THAT THE UNCLAIMED DIVIDEND PERTAINING TO THE FINANCIAL YEAR 2006-07 IS DUE FOR TRANSFER TO THE CENTRAL GOVERNMENT (INVESTOR EDUCATION AND PROTECTION FUND) AND THE SAME CAN BE CLAIMED FROM THE COMPANY ON OR BEFORE OCTOBER 24, 2014.**

- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in demat form may file nomination in the prescribed form with their Depository Participant and in respect of shares held in physical form, such nomination may be filed with the Company's Registrar and Share Transfer Agent.
- Members should address all correspondence to the Company's Registrar and Share Transfer Agent at the following address quoting their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID Number.  
Cameo Corporate Services Limited  
'Subramanian Building' 1, Club House Road, Chennai – 600 002  
Phone: 91-44-2846 0390 to 94 Fax : 91-44-2846 0129 e-mail: [cameo@cameoindia.com](mailto:cameo@cameoindia.com)
- The equity shares of the Company are mandated by the Securities and Exchange Board of India for compulsory trading in demat form by all investors. The Company's shares have been admitted into both the depositories viz. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL]. The ISIN allotted to the Company's equity shares is INE558B01017.
- Members holding shares in physical form are requested to notify any change in their addresses, mandates/bank details immediately to the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, Chennai.
- Members holding shares in electronic mode are requested to intimate all changes pertaining to their bank details to their Depository Participant in order to arrange the dividend payment by NECS/ECS or through warrant by printing the bank details, as the case may be.
- Members / Proxy holders are requested to produce the enclosed attendance slip duly completed and signed at the entrance of the meeting venue.
- In support of the "Green Initiative" announced by the Government of India, electronic copy of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the Company / Depository Participants unless member has requested for hard copy of the same. Members who wish to have hard copy can approach the company for the same. For members who have not registered their email addresses, physical copies of this notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form, will be sent to them in the permitted mode.
- Voting through electronic means :**  
In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members the facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by Central Depositories Services (India) Limited.

**The instructions for members voting electronically are as under:**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select “**Mangalore Chemicals & Fertilizers Limited**” from the drop down menu and click on “SUBMIT”
- (iv) 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. Members 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](http://www.evotingindia.com) and voted on an earlier 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 Login:

<b>For Members holding shares in Demat Form and Physical Form</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>• Members who have not updated PAN with the Company/Depository Participant are requested to use the first two letters of your name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's (zero) before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date in the Dividend Bank details field.</b></li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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 Members 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 Mangalore Chemicals & Fertilizers Limited to vote.
- (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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy, please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.**

- The voting period begins on 29.8.2014 and ends on 31.8.2014. The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25.7.2014, may cast their vote electronically. The Company has appointed Ms. Mangala Rohith (CP: 7438), Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**THE RESULTS SHALL BE DECLARED ON OR AFTER THE AGM OF THE COMPANY. THE RESULTS DECLARED ALONG WITH THE SCRUTINIZERS REPORT SHALL BE PLACED ON THE COMPANY'S WEBSITE [www.mangalorechemicals.com](http://www.mangalorechemicals.com) AND ON THE WEBSITE OF CDSL- [www.cdslindia.com](http://www.cdslindia.com) WITHIN TWO DAYS FROM THE DATE OF AGM AND COMMUNICATED TO THE STOCK EXCHANGES.**

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

**Resolution at item No. 5**

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Pratap Narayan as non-executive independent director, at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149(13) and section 152(6) & (7) of Companies Act, 2013, independent directors are not liable to retire by rotation. The Board is of the opinion that Mr. Pratap Narayan possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have his association with the Company as independent director.

Further, in the opinion of the Board, the proposed appointment of independent director, fulfils the conditions specified in the Act and Rules made thereunder and that the proposed appointment of independent director is independent of the management. Mr. Pratap Narayan, non-executive independent director of the company has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

The terms and conditions of appointment of Mr. Pratap Narayan shall be open for inspection by the members at the Registered Office of the Company during the normal business hours on any working day, excluding Saturday.

Mr. Pratap Narayan is concerned and interested in the matter. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in this matter.

The profile of Mr. Pratap Narayan is annexed to this notice.

**Resolution at item No. 6**

The Board of Directors at their meeting held on February 13, 2014 approved, subject to the approval of the members of the Company, re-appointment of Mr. Deepak Anand, as Managing Director of the Company, on the following terms and conditions:

1. The appointment will be for 2 years from October 1, 2014 or till he continues to be the nominee of UB Group on the Board of the Company, whichever is earlier. During the period of his engagement with the Company, Mr. Anand will receive a token remuneration of ₹ 1/- per month.
2. Mr. Deepak Anand shall be entrusted with substantial powers of management and shall be responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and direction of the Board of Directors of the Company.
3. During the period of his service with the Company, Mr. Deepak Anand, shall conduct himself with highest level of integrity and conscientiously perform his duties for the Company.
4. The terms of appointment / remuneration of Mr. Deepak Anand as Managing Director will be subject to the Articles of Association of the Company and provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof.
5. During his employment with the Company, Mr. Deepak Anand or any members of his immediate family shall not, without the prior approval of the Company, serve on the board of any other Company, which is a competitor, supplier, customer, distributor or agent of the Company. Mr. Deepak Anand shall not have any interest outside the Company, which in any way conflicts with his primary obligation as a Managing Director of the Company.
6. Mr. Deepak Anand shall during this tenure and even after the termination thereof, observe strict secrecy in respect of all business matters, transactions and operations of the Company.
7. Mr. Deepak Anand shall not, so long as he is in the service of the Company, become interested in any selling agency of the Company without the prior approval of the Board and without complying with the statutory provisions in this regard.

Mr. Deepak Anand is concerned and interested in the matter. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in this matter.

**Resolution at item No. 7**

In accordance with the provisions of section 148 of the Companies Act, 2013, and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors approved the appointment of Mr. P R Tantri, Cost Accountant (membership number 2403), as Cost Auditor of the Company

for the year 2014-15 on a remuneration of ₹ 1,00,000/- (Rupees one lakh only) exclusive of service tax and other statutory levies, if any, and reimbursement of actual expenses incurred on travel, accommodation and other out-of-pocket expenses.

Accordingly, consent of members is sought by an Ordinary Resolution for the remuneration payable to the Cost Auditors for the financial year 2014-15.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in this matter.

#### Resolution at item No. 8

Pursuant to the provisions of section 293(1)(d) of Companies Act, 1956, the members had by an "Ordinary Resolution" authorised the Board of Directors to borrow upto a limit of ₹ 600,00,00,000/- ( Rupees Six Hundred Crores only). As per the provisions of section 180(1)(c) of the Companies Act, 2013, approval of the members of the Company by way of a "Special Resolution" is required for Company's borrowings in excess of the paid up capital and its free reserves. Approval of the members by way of an enabling resolution is therefore sought for the existing borrowing limit of ₹ 600,00,00,000/- (Rupees Six Hundred Crores only) pursuant to Section 180(1)(c) of the Companies Act, 2013 by way of a "Special Resolution"

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in this matter.

By the Order of the Board

Place : Bangalore  
Date : May 15, 2014

**K. Raghuvveeran**  
Senior Vice President (Finance) & Company Secretary

#### Details of Directors seeking appointment/reappointment at the 47<sup>th</sup> Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Mr. S.R. Gupte	Mr. Deepak Anand	Mr. Pratap Narayan
Date of Birth	06.03.1939	29.08.1949	11.05.1935
Date of Appointment	23.12.1996	27.04.2005	31.01.2002
Brief resume / Expertise in specific functional areas	<p>Mr. S R Gupte worked with Caltex India Limited from 1964 for 5 ½ years in various capacities.</p> <p>He joined Air India in 1969 and worked in various positions in India and abroad. He was entrusted with the functions of Deputy Managing Director and took over in the acting capacity as Chairman and Managing Director of Air India in 1990. During his tenure with Air India, he was on the Board of Air Mauritius, Indian Airlines and was Deputy Chairman and Vice President of Airline Mutual Insurance based in Bermuda. He was the Chairman of Hotel Corporation of India till November 1991.</p> <p>Mr. Gupte joined the United Breweries Group in March 1992 as Executive Vice Chairman and is on the Board of a number of Public Limited Companies. He has been on the Board of the Company from December 1996</p>	<p>Mr. Deepak Anand is an Honours in Economics from Delhi University and a Fellow of the Institute of Chartered Accountants of India. He has over 35 years senior managerial experience in India and Overseas with large companies.</p> <p>He started his career in the management consultancy division of A.F.Ferguson &amp; Co. (AFF), the then largest firm of Chartered Accountants and management consultants in India. During his 15 years (1973-1988) with AFF, he rose to the position of Director and had under him assignments in India, Tanzania, Malaysia and the Middle East. He was responsible for opening the Dubai office of the Firm and was based in Dubai for 6 years.</p> <p>Mr. Anand joined the UB Group in 1988 as Senior Vice President, Corporate Planning and Coordination. During his tenure in the Group, he held various senior management positions. He moved to UB Global Corporation Ltd (UBGCL) in 1994 and played a pivotal role in its becoming the largest exporter of Alcoholic Beverages from India in 1996, which position it continues to retain till date.</p> <p>Mr. Deepak Anand was deputed by UB Group as Managing Director of Mangalore Chemicals &amp; Fertilizers Ltd (MCF) in April 2005. Under his leadership, several new initiatives were undertaken resulting in MCF growing rapidly.</p>	<p>Mr. Pratap Narayan started his career in the Sales Tax Department of Madhya Pradesh. He worked in Indian Railways in various capacities before taking over as Deputy Director and Joint Director - Planning in Railway Board. He has travelled extensively in connection with various international projects. He was the first Executive Director of Fertilizer Industry Co-ordination Committee. Thereafter worked for about a year as CMD, HFC and retired as a Director General of Fertilizer Association of India. Mr. Narayan has taken up various international assignments and was member of various committees appointed by the Government on policy issues such as Gokak Committee, to review pricing phosphates and energy consumption norms under Stage II of new pricing scheme for Indian Urea Industry etc. Mr. Narayan has also presented papers on Policy issues and has co-authored a book with Dr. H.L.S. Tandon of Indian Agriculture, past, present, and future.</p>
Qualification	B.Com., Chartered Accountant	Fellow of the Institute of Chartered Accountants of India	M.Sc. (Zoology), IRTS (Retd.)
Directorship in other Public Limited Companies	1. Sanofi India Ltd. 2. UB Electronics Instruments Ltd.	UB Electronic Instruments Ltd. The Fertilizer Association of India	Nil
Membership of Committees in other Public Limited Companies	<b>Chairman : Audit Committee &amp; Shareholders / Investors' Grievance Committee of Sanofi India Ltd.</b>	Nil	Nil
Shareholding in the Company (Equity shares of ₹ 10/- each)	Nil	Nil	Nil

**Note: None of the Directors are related to the other**