



## Mangalore SEZ Limited

Sy.No. 168/3A, Plot No U-1, Administrative Building,  
Mangalore Special Economic Zone, Bajpe Village,  
Mangalore Taluk, Dakshina Kannada (Dist), Karnataka – 574 142  
Phone: 0824-2885501/02, Fax: 0824-2885503  
Email; info@msezl.com, Website: [www.mangaloresez.com](http://www.mangaloresez.com)  
CIN: U45209KA2006PLC038590

### **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the **Extraordinary General Meeting (No 1/2020-21)** of the Members of **Mangalore SEZ Limited** bearing CIN U45209KA2006PLC038590 ("**Company**") will be held on **Friday, the 26<sup>th</sup> day of June, 2020 at 12.30 Hours** at the registered office of the Company at Sy.No 168/3A, Plot No U-1, Administrative Building, Mangalore Special Economic Zone, Bajpe Village, Mangalore taluk, Dakshina Kannada (Dist), Karnataka – 574142 to transact the following business:

#### **SPECIAL BUSINESS:**

- 1. To appoint Shri Inturi Srinivas Nagesh Prasad (DIN 01469651) as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 160,161, 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, **Shri Inturi Srinivas Nagesh Prasad (DIN 01469651)**, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed there under and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a second term for a period of 2 years with effect from 04<sup>th</sup> June, 2020 up to 03<sup>rd</sup> June, 2022.

"RESOLVED FURTHER THAT Shri V.Suryanarayana, Chief Executive Officer, Shri K.S.Ramesh, Chief Financial Officer, Shri V.Phani Bhushan, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may deemed necessary, expedient and desirable to give effect to the above resolution.

By Order of the Board  
For **MANGALORE SEZ LIMITED**

*V.Phani Bhushan.*  
**(V.PHANI BHUSHAN)**  
Company Secretary

**Date : 04/06/2020**

**Place : Mangalore**



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### Notes:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM.
3. Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (R&STA) by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at [phanibhushan@msezl.com](mailto:phanibhushan@msezl.com)
7. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 1 is annexed hereto.
8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA



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Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.mangaloresez.com](http://www.mangaloresez.com)
10. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting or through other audio visual means.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members having any query(ies) relating to this Notice are requested to send their questions to Registered Office of the Company at least 7 days before the date scheduled for Extra-Ordinary General Meeting.
13. Members who hold shares in physical form are requested to intimate to the Company Bank mandate under the signature of Sole/first named joint shareholder specifying Bank's name, Name and Address (with PIN No.) of the Branch, Account Type - Saving (SA) or Current (CA), Account No.
14. As per the Ministry of Corporate affairs notification dt 10<sup>th</sup> September 2018, Every holder of securities of an unlisted public company who intends to transfer such securities on or after 2<sup>nd</sup> October, 2018, shall get such securities dematerialized before the transfer
15. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. Soft copy of this notice is being sent to all members whose email IDs are registered with the Company / Depository Participants (DP) for communication purposes unless any member has requested for a hard copy of the same.
17. Members are also requested to notify any changes in their email ID or Bank Mandates or address to the Company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company. In respect of holding in electronic form, Members are requested to notify any change of email ID or Bank mandates or address to their Depository Participants.



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18. All material documents are open for inspection by the members on all working days at the Registered Office of the Company till the conclusion of the Extraordinary General Meeting or through electronic mode.



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### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members whose email IDs are already registered with the Company and who are desirous to attend the EGM through VC/OAVM can apply at [phanibhushan@msezl.com](mailto:phanibhushan@msezl.com) requesting for participation in the EGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID.
2. Members who are desirous of attending the EGM through VC/OAVM and whose email IDs are not registered with the company, may get their email IDs registered with the Registrar & Transfer Agent or with the Company by sending an email to [phanibhushan@msezl.com](mailto:phanibhushan@msezl.com) with the following credentials:
  - a. Name registered as per the records of the company
  - b. DPID-Client ID/ Folio Number
  - c. Email ID to be registered for attending the Meeting
3. Members may send the above-mentioned request at point no (2) latest by June 15, 2020. In case of joint holding, the credentials of the first named holder shall be accepted.
4. Members who are desirous of attending the EGM may send their request by June 15, 2020. On successful registration with the company, the invitation to join the EGM will be sent to the Members on their registered email IDs. This will be done on first come first served basis.
5. Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
6. In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.



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7. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.
9. Institutional Shareholders are encouraged to participate at the EGM through VC/OAVM and vote thereat.

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

#### **Item No 1 :**

**Shri Inturi Srinivas Nagesh Prasad (DIN 01469651)** was appointed as an Independent Director with effect from 28th March, 2015 and his current term as Independent Director has expired on 28<sup>th</sup> March, 2020 i.e valid upto 27<sup>th</sup> March, 2020. Shri Inturi Srinivas Nagesh Prasad who was appointed as an additional director in the capacity of Independent Director holds office upto the date of next annual general meeting. Shri Inturi Srinivas Nagesh Prasad (DIN 01469651) meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013. The Board at its meeting held on 04<sup>th</sup> June, 2020., based on the performance evaluation, recommendations of the 12<sup>th</sup> Nomination and Remuneration Committee, background, experience and contribution made by Shri Inturi Srinivas Nagesh Prasad during his tenure, has approved the appointment for a second term commencing from 04<sup>th</sup> June, 2020 up to 03<sup>rd</sup> June, 2022, subject to the approval of shareholders of the company. The Board of Directors state that the appointment of Shri Inturi Srinivas Nagesh Prasad would be in the interest of the Company and its Members. Shri Inturi Srinivas Nagesh Prasad is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to continue to act as an Independent Director of the Company. The Company has also received declaration from Shri Inturi Srinivas Nagesh Prasad that he meets the criteria of independence as prescribed under Section 149 of the Act. In the opinion of the Board, Shri Inturi Srinivas Nagesh Prasad meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013. Details of Shri Inturi Srinivas Nagesh Prasad whose appointment as an Independent Director is proposed at Resolution No. 1 is provided in the



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Annexure to this Notice. Other than Shri Inturi Srinivas Nagesh Prasad and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.1, except to the extent of their shareholding, if any, in the Company. In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable Regulations, the appointment of Shri Inturi Srinivas Nagesh Prasad as an Independent Director for another term is now being placed before the Members for their approval by way of Special Resolution. The Board recommends the Special Resolution set out at Resolution No. 1 of the Notice for the approval by the Members.

By Order of the Board  
For **MANGALORE SEZ LIMITED**

*V. Phani Bhushan*

**(V. PHANI BHUSHAN)**  
Company Secretary

**Date : 04/06/2020**  
**Place : Mangalore**



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### Annexure

Details of the Directors seeking appointment as Independent Directors at the  
**Extraordinary General Meeting (No 1/2020-21)**

<b>Name of Director</b>	<b>Shri Inturi Srinivas Nagesh Prasad</b>
Date of Birth	15/06/1963
Date of Appointment	11/08/2009
Expertise in specific functional areas & Qualification	<p>Shri I.S.N. Prasad, is Indian Administrative Service (IAS) – 1986 - Karnataka Cadre. He has academic background of BE (Civil), Delhi College of Engineering, Delhi and Master in Development Management, Asian Institute of Management, Manila, Philippines.</p> <p>Shri Prasad held posting at various levels as Assistant Commissioner, Deputy Secretary, Chief Executive Officer, Joint Commissioner, Chief Project Officer and also as Managing Director &amp; CEO with various Government Departments. Shri ISN Prasad joined the Board of Mangalore SEZ Limited on 11.08.2009.</p>
List of other companies in which directorship is held	<ul style="list-style-type: none"><li>• Bangalore Metro Rail Corporation Limited</li><li>• Karnataka Power Corporation Limited</li><li>• Karnataka Power Transmission Corporation Limited</li><li>• Visvesvaraya Jala Nigam Limited</li><li>• Karnataka State Beverages Corporation Limited</li><li>• Karnataka Neeravari Nigam Limited</li><li>• Krishna Bhagya Jala Nigam Limited</li><li>• Science Gallery Bengaluru</li><li>• Bangalore Turf Club Limited</li><li>• Cauvery Neeravari Nigam Limited</li></ul>
Equity Shares held in the Company	Nil
Relationship between Directors inter-se	Nil

\* Directorships of Mangalore SEZ Ltd are not included in the aforesaid disclosure. The directorships in Private Limited Companies, Foreign Companies are excluded.





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### Route Map and Prominent Landmark of EGM Venue and Attendance Slip.

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the EGM through VC/OAVM, without the physical presence of the Members at the venue. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the EGM conducted shall be deemed to be made at this venue.