



Mangalore SEZ Limited

Regd Off : Sy.No 168/3A, Plot No U-1, Administrative Building, Mangalore Special Economic Zone, Bajpe Village

Mangalore taluk, Dakshina Kannada (Dist), Karnataka – 574142.

Tel: 0824 - 2885501-02; Fax: 0824 – 2885503; Email: info@msezl.com;

Website: www.mangaloresez.com; CIN: U45209KA2006PLC038590

NOTICE OF 17th ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting of the Members of **MANGALORE SEZ LIMITED** (MSEZL) will be held on Friday, the 08th Day of September, 2023 at 11.30 Hours through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, the report of the Board of Directors and the report of the Auditor’s thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the report of the Auditor’s thereon.
2. To appoint a director in place of **Shri Baiju (DIN: 05274214)** who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors

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

“RESOLVED THAT in accordance with the provisions of Sections 139, 141 and 142 of the Companies Act, 2013 and other applicable provisions, if any, read with rules framed there under (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) approval of the members be and is hereby accorded for the appointment of M/s RPSV & Co., Chartered Accountants, bearing FRN 013151S as the Statutory Auditors of the Company for a period of 5 years from the



conclusion of 17th Annual General Meeting till the conclusion of 22nd Annual General Meeting at such remuneration as may be decided by the Audit Committee/Board of Directors thereon”.

FURTHER RESOLVED THAT the Board of Directors (which term includes a duly constituted Audit Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company.”

SPECIAL BUSINESS:

4. Appointment of Shri Mangalore Ganesh Kamath (DIN: 07941510) as Director of the Company

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

“RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactments thereof for the time being in force, and in accordance with the Articles of Association of the Company, **Shri Mangalore Ganesh Kamath (DIN: 07941510)**, who was appointed as an Additional Director of the Company with effect from **January 27, 2023**, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom a notice in writing under Section 160 of the Act has been received from a member proposing his candidature for the office of Director, be and is, hereby appointed as **Director (Nominee of KCCI)** of the Company, liable to retire by rotation.”

5. Appointment of Shri Debdulal Adhikari (DIN: 09667061) as Director of the Company

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

“RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactments thereof for the time being in force, and in accordance with the Articles of Association of the



Company, **Shri Debdulal Adhikari (DIN: 09667061)**, who was appointed as an Additional Director of the Company with effect from **April 11, 2023**, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom a notice in writing under Section 160 of the Act has been received from a member proposing his candidature for the office of Director, be and is, hereby appointed as **Director (Nominee of ONGC)** of the Company, liable to retire by rotation.”

6. Appointment of Shri Vivek Chandrakant Tongaonkar (DIN ; 10143854) as Director of the Company.

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

“**RESOLVED THAT** pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactments thereof for the time being in force, and in accordance with the Articles of Association of the Company, **Shri Vivek Chandrakant Tongaonkar (DIN ; 10143854)**, who was appointed as an Additional Director of the Company with effect from **June 06, 2023**, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom a notice in writing under Section 160 of the Act has been received from a member proposing his candidature for the office of Director, be and is, hereby appointed as **Director (Nominee of ONGC)** of the Company, liable to retire by rotation.”

7. Appointment of Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN ; 09505851) as Director of the Company.

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

“**RESOLVED THAT** pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactments thereof for the time being in force, and in accordance with the Articles of Association of the Company, **Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN ; 09505851)**, who was appointed as an Additional Director of the Company with effect from **June 06, 2023**,



pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom a notice in writing under Section 160 of the Act has been received from a member proposing his candidature for the office of Director, be and is, hereby appointed as **Director (Nominee of ONGC)** of the Company, liable to retire by rotation.”

8. TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITOR, SHRI P.VENKATGIRI RAO, COST ACCOUNTANT FOR THE FINANCIAL YEAR ENDING 31st MARCH 2024.

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri P.Venkatagiri Rao, Cost Accountant (Firm Registration Number: 101602) appointed by the 76th Board of Directors of the company as cost auditor for the financial year ending 31st March, 2024, be paid a remuneration of Rs 50,000 (Rupees Fifty Thousand only) per annum plus out of pocket expenses, at actuals, and applicable taxes.

RESOLVED FURTHER THAT the Audit Committee/Board of Directors of the company be and are hereby severally authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

**By Order of the Board of Directors
For Mangalore SEZ Limited**

**Place: Mangalore
Date: 27/07/2023**

**Sd/-
Phani Bhushan.V
Company Secretary**

NOTES:

1. The Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the Annual General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on



all the Directors proposed to be appointed/re-appointed at the Meeting are provided in the **Annexure** to this Notice

2. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020, 17/2020, 02/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 respectively (collectively referred to as 'MCA Circulars') have permitted the holding of the Annual General Meeting by companies through video conferencing (VC) / other audio visual means (OAVM) during the calendar year 2020, 2021, 2022 up to September 30, 2023, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), the 17th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
3. In terms of the Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the venue of the 17th AGM shall be deemed to be the Registered Office of the Company situated at Sy.No 168/3A, Plot No U-1, Administrative Building, Mangalore Special Economic Zone, Bajpe Village Mangalore Taluk, Dakshina Kannada (Dist), Karnataka – 574142.
4. The Ministry of Corporate Affairs vide its Circulars has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2023 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice and Annual Report for financial year ended **2022-23** shall also be available on the website of the Company at www.mangaloresez.com.
5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the



facility for appointment of proxies by the members under Section 105 will not be available for the 17th AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes. In case a poll is demanded, the designated email id is phanibhushan@msezl.com to which the members can send email to cast their vote.

6. Members of the Company under the category Corporate Shareholders are encouraged to attend and vote at the AGM through VC/OAVM are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization can be sent to the Company by email to phanibhushan@msezl.com.
7. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto
8. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
9. Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (R&STA)/Company Secretary 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.
10. The Members can join the AGM 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 AGM through VC/OAVM will be made available for members on first come first serve 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 Auditors, who are allowed to attend the AGM without restriction on account of first come first serve basis.
11. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance by email to phanibhushan@msezl.com.



12. Members may send in their queries at least a week in advance to the Company at phanibhushan@msezl.com to facilitate clarifications during the 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, 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 10th September 2018, every holder of securities of an unlisted public company who intends to transfer such securities on or after 2nd 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 transfers are permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. 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.
17. Nomination facility: Pursuant to Section 72 of the Companies Act, 2013 (corresponding section 109A of the Companies Act, 1956) individual/ joint members are entitled to register nomination in respect of the shares held by them in Form No.SH-13 and send it to the Company.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC.



INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members whose email IDs are already registered with the Company and who are desirous to attend the AGM through VC/OAVM can apply at phanibhushan@msezl.com requesting for participation in the AGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID and for any queries regarding the access, members can send email to phanibhushan@msezl.com or contact the Company secretary at 0824-2885510.
2. Members who are desirous of attending the AGM 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 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 least 7 days before the meeting date. In case of joint holding, the credentials of the first named holder shall be accepted.
4. On successful registration with the company, the invitation to join the AGM will be sent to the Members on their registered email IDs.
5. Members may attend the AGM, 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.
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.

ANNEXURE TO THE NOTICE

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

Item No. 4 :

Kanara Chamber of Commerce & Industry (KCCI) vide its letter dated 23rd December, 2022 had nominated Shri Mangalore Ganesh Kamath (DIN 07941510) as Director on the Board of Mangalore SEZ Limited. Pursuant to provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company, the Board of Directors have appointed Shri Mangalore Ganesh Kamath (DIN 07941510), as an Additional Director (Nominee of KCCI) of the Company with effect from January 27, 2023.

Shri Mangalore Ganesh Kamath will hold office up to the date of this AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Shri Mangalore Ganesh Kamath (DIN 07941510) for the office of Director.

Copy of the notice received under Section 160 of the Companies Act, 2013 will be made available electronically for inspection by the members at the Registered Office of the Company during the business hours on all working days up to the date of the meeting.

Shri Mangalore Ganesh Kamath is a commerce graduate from the prestigious St.Aloysius College, Mangalore. He is the Managing Partner of M/s G.K.Pharma, a firm engaged in the business of Pharmaceutical distribution with standing of over 40 Years.

He is actively involved with various associations and organisations and was the past secretary of the South Kanara District Chemists and Druggist Association. He is also a member of Rotary Club of Mangalore for 30 years and has served as the Assistant Governor of RI Dist.3180. He is also the



Managing Committee member of Karnataka Chemists and Druggist Association, Bangalore. He is also the past honorary Secretary of Mangalore Club.

The details of Board meeting attendance of Shri Mangalore Ganesh Kamath have been mentioned in the Corporate Governance Report which is forming part of the Board's Report.

He doesn't hold any equity shares of the Company. Accordingly, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in this item for your approval.

None of the Directors, Key Managerial Personnel and their relatives except Shri Mangalore Ganesh Kamath is concerned or interested in this resolution. The Board recommends the resolution for your approval.

Item No. 5 :

Oil and Natural Gas Corporation Limited (ONGC) vide letter dated March 20, 2023 has nominated Shri Debdulal Adhikari, Executive Director, Chief BD-JV of ONGC as Director on the Board of Mangalore SEZ Limited. Pursuant to provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company, the Board of Directors have appointed **Shri Debdulal Adhikari (DIN: 09667061)** as an Additional Director (Nominee of ONGC) of the Company with effect from 11th April, 2023.

Shri Debdulal Adhikari will hold office up to the date of this AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of **Shri Debdulal Adhikari (DIN: 09667061)** for the office of Director.

Copy of the notice received under Section 160 of the Companies Act, 2013 will be made available electronically for inspection by the members at the Registered Office of the Company during the business hours on all working days up to the date of the meeting.

Shri Debdulal Adhikari, a Chemical Engineer from University of Calcutta and he had advanced professional management trainings from several reputed national and international institutes. He has rich experience of upstream oil & gas industry through his association over 30 years with ONGC. He has presented few papers in national and international forums.

He is currently working as Executive Director, Chief – Joint Ventures & Business Development, overseeing subsidiaries and JVs of ONGC in refining, petrochemicals, power and infrastructure space. He is also heading the Business development activities in Renewables and New Energy of



ONGC. He is on the Board of Indradhanush Gas Grid Limited (IGGL), Petronet MHB Limited (PMHBL), Dahej SEZ Ltd (DSL) & Rohini Heliport Limited (RHL).

He has rich experience in the areas of project management, upstream oil & gas operations, developing, planning, negotiating and implementing various strategies and projects successfully. He has also in-depth knowledge of corporate governance and corporate affairs including management of all kinds of stakeholders.

The appointment of **Shri Debdulal Adhikari** as Director was made on April 11th, 2023, hence attendance at the Board meetings during the year 2022-23 is not applicable.

He doesn't not hold any equity shares of the Company. Accordingly, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in this item for your approval.

None of the Directors, Key Managerial Personnel and their relatives except **Shri Debdulal Adhikari** is concerned or interested in this resolution. The Board recommends the resolution for your approval.

Item No. 6 :

Oil and Natural Gas Corporation Limited (ONGC) vide letter ONGC/BDJV/06/2023 dated 17th May, 2023 had nominated Shri Vivek Chandrakant Tongaonkar, Director (Finance) of Mangalore Refinery and Petrochemicals Ltd as Director on the Board of Mangalore SEZ Limited. Pursuant to provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company, the Board of Directors have appointed **Shri Vivek Chandrakant Tongaonkar (DIN ; 10143854)** as an Additional Director (Nominee of ONGC) of the Company with effect from June 06, 2023.

Shri Vivek Chandrakant Tongaonkar (DIN ; 10143854) will hold office up to the date of this AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of **Shri Vivek Chandrakant Tongaonkar (DIN ; 10143854)** for the office of Director.

Copy of the notice received under Section 160 of the Companies Act, 2013 will be made available electronically for inspection by the members at the Registered Office of the Company during the business hours on all working days up to the date of the meeting.



Shri Vivek Chandrakant Tongaonkar is an engineering graduate from the College of Engineering, Pune. He started his career in ONGC in March 1987 as an Assistant Executive Engineer (Electrical) and worked in the Engineering & Construction Division of ONGC during the first decade of his career. During this period, he gained rich experience in the design, engineering, fabrication, installation, pre-commissioning & commissioning of offshore facilities like well platforms, process platforms and pipelines. Later he enrolled for full time MBA (Finance) program in the Symbiosis Institute of Business Management, Pune by availing leave for higher education. After completion of the program, he laterally shifted to the Finance discipline in ONGC.

Shri Vivek Chandrakant Tongaonkar is an industry veteran with over 36 years of professional experience in diverse activities across the Exploration & Production (E&P) value-chain. Shri Tongaonkar grew up along the hierarchy and served in different capacities in ONGC. Shri Tongaonkar had extensive experience in Accounts, Audit, Budget, Treasury & Investments, Capital Investments, Commercial & Marketing, Taxation, JV Finance and Strategy. He was Head of Investors Relation Cell of ONGC. As ED-Chief Corporate Finance of ONGC, he handled the crucial portfolios of Finance in the Organization and steering the Organization in its transformation journey. Before being appointed as the Executive Director – Chief Corporate Finance, he held the position of CFO, ONGC, from April 2021 to December 2021. Prior to that he was the Executive Director – Chief Offshore Finance at Mumbai overseeing the finance functions of Mumbai Region which is ONGC’s biggest operational and revenue area. He also took the initiative of centralizing the forex procurement which has resulted in substantial savings for the company. Under his dynamic leadership, Mumbai Finance team could deliver uninterrupted services during the challenging COVID times.

The appointment of **Shri Vivek Chandrakant Tongaonkar** as Director was made on June 06th 2023, hence attendance at the Board meetings during the year 2022-23 is not applicable.

He doesn't not hold any equity shares of the Company. Accordingly, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in this item for your approval.

None of the Directors, Key Managerial Personnel and their relatives except **Shri Vivek Chandrakant Tongaonkar** is concerned or interested in this resolution. The Board recommends the resolution for your approval.

Item No. 07 :

Oil and Natural Gas Corporation Limited (ONGC) vide letter ONGC/BDJV/06/2023 dated 17th May, 2023 had nominated **Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN ; 09505851)**, Executive



Director -Projects of Mangalore Refinery and Petrochemicals Ltd as Director on the Board of Mangalore SEZ Limited. Pursuant to provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company, the Board of Directors have appointed **Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN ; 09505851)**, as an Additional Director (Nominee of ONGC) of the Company with effect from June 06, 2023.

Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN ; 09505851), will hold office up to the date of this AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of **Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN ; 09505851)**, for the office of Director.

Copy of the notice received under Section 160 of the Companies Act, 2013 will be made available electronically for inspection by the members at the Registered Office of the Company during the business hours on all working days up to the date of the meeting.

Shri Bappanadu Hoigegudde Vasudeva Prasad has done his BE (Mechanical) and M.Tech from Manipal Institute of Technology, Manipal. He started his career in a Multi-National Engineering Consultancy Company in Mumbai. Later Joined MRPL in 1993 as a Senior Engineer. He has over 30 Years of professional experience covering the areas such as Refining, Projects, Corporate Strategy, Marketing, Maintenance, Design and Engineering and Human Resources.

Shri **Bappanadu Hoigegudde Vasudeva Prasad** has to his credit the successful completion of highly technical and complex projects of MRPL within the schedule time and cost. He is known for successfully handling large contracts of value more than rupees 10,000 Crores.

As a Group General Manager and Head of HR at MRPL, he has been credited with achieved the Systems improvements, Industrial relations, external stake holder relation, signing of Long term settlement with unions, implementation of new HR policies for the workers and implementation of milestone CSR activities in Costal Dist especially D.K.District.

He is presently the Executive Director (Projects and Marketing) of MRPL and also a Director on the Board of Shell MRPL Aviation fuels and services Ltd.

The appointment of **Shri Bappanadu Hoigegudde Vasudeva Prasad** as Director was made on June 06th 2023, hence attendance at the Board meetings during the year 2022-23 is not applicable.



He doesn't not hold any equity shares of the Company. Accordingly, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in this item for your approval.

None of the Directors, Key Managerial Personnel and their relatives except **Shri Bappanadu Hoigegudde Vasudeva Prasad** is concerned or interested in this resolution. The Board recommends the resolution for your approval.

Item No. 8 :

The 76th Board based on the recommendation of the 65th audit committee, had approved the appointment of Shri P.Venkatgiri Rao, Practicing Cost Accountant, Mangalore bearing membership No.32390 and firms registration no 101602 as cost auditors at a remuneration of Rs 50,000/- (Rupees Fifty Thousand) per annum plus out of pocket expenses, at actuals and applicable taxes, to conduct the audit of the cost records of the company for the financial year ending 31 March 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.8 of the notice for ratification of the remuneration payable to the cost auditors for the financial year ending 31 March 2024.

None of the directors or key managerial personnel of the company and their relatives are, concerned or interested, financially or otherwise, in the resolution set out in item no. 8 of the notice.

The board recommends the resolution set forth in item no. 8 of the notice for approval of the members.

**By Order of the Board of Directors
For Mangalore SEZ Limited**

**Place: Mangalore
Date: 27/07/2023**

**Sd/-
Phani Bhushan.V
Company Secretary**



Annexure to the Notice

Details of the Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting)

Name of Director	Shri Baiju	Shri Mangalore Ganesh Kamath	Shri Debdulal Adhikari	Shri Vivek Chandrakant Tongaonkar	Shri Bappanadu Hoigegudde Vasudeva Prasad
Date of Birth	29/03/1971	03/09/1967	04/01/1964	22/04/1966	21/05/1966
Date of Appointment	12/09/2021	27/01/2023	11/04/2023	06/06/2023	06/06/2023
Expertise in specific functional areas	He has 26 years of work experience and has worked in various capacities as an Engineer and in Finance & Accounts departments in companies such as Mazagon Docks Ltd, Essar Steel Limited, Sterlite Industries Ltd (now Vedanta), Reliance Industries Ltd, Visa Power Ltd and in IL&FS.	He is the Managing Partner of M/s G.K.Pharma, a firm engaged in the business of Pharmaceutical distribution with standing of over 40 Years. He is actively involved with various associations and organisations and was the past secretary of the South Kanara District Chemists and Druggist Association.	He has rich experience of upstream oil & gas industry through his association over 30 years with ONGC. He is currently working as Executive Director, Chief – Joint Ventures & Business Development, overseeing subsidiaries and JVs of ONGC in refining, petrochemicals, power and infrastructure space. He is also heading the Business development	He started his career in ONGC in March 1987 as an Assistant Executive Engineer (Electrical) and worked in the Engineering & Construction Division of ONGC during the first decade of his career. During this period, he gained rich experience in the design, engineering, fabrication, installation, pre-commissioning & commissioning of offshore facilities like	He has over 30 Years of professional experience covering the areas such as Refining, Projects, Corporate Strategy, Marketing, Maintenance, Design and Engineering and Human Resources. He has to his credit the successful completion of highly technical and complex projects of MRPL within the schedule time and cost. He is known for successfully handling large contracts of value



		<p>He is also a member of Rotary Club of Mangalore for 30 years and has served as the Assistant Governor of RI Dist.3180. He is also the Managing Committee member of Karnataka Chemists and Druggist Association, Bangalore. He is also the past honorary Secretary of Mangalore Club.</p>	<p>activities in Renewables and New Energy of ONGC. He has rich experience in the areas of project management, upstream oil & gas operations, developing, planning, negotiating and implementing various strategies and projects successfully. He has also in-depth knowledge of corporate governance and corporate affairs including management of all kinds of stakeholders.</p>	<p>well platforms, process platforms and pipelines. With over 36 years of professional experience in diverse activities across the Exploration & Production (E&P) value-chain. Shri Tongaonkar grew up along the hierarchy and served in different capacities in ONGC. Shri Tongaonkar had extensive experience in Accounts, Audit, Budget, Treasury & Investments, Capital Investments, Commercial & Marketing, Taxation, JV Finance and Strategy. He was Head of Investors Relation Cell of ONGC. As ED-Chief Corporate Finance of ONGC, he handled the</p>	<p>more than rupees 10,000 Crores. As a Group General Manager and Head of HR at MRPL, he has been credited with achieved the Systems improvements, Industrial relations, external stake holder relation, signing of Long term settlement with unions, implementation of new HR policies for the workers and implementation of milestone CSR activities in Costal Dist especially D.K.District.</p>
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				<p>crucial portfolios of Finance in the Organization and steering the Organization in its transformation journey. Before being appointed as the Executive Director – Chief Corporate Finance, he held the position of CFO, ONGC, from April 2021 to December 2021. Prior to that he was the Executive Director – Chief Offshore Finance at Mumbai overseeing the finance functions of Mumbai Region which is ONGC’s biggest operational and revenue area. He also took the initiative of centralizing the forex procurement which has resulted in substantial</p>	
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				savings for the company. Under his dynamic leadership, Mumbai Finance team could deliver uninterrupted services during the challenging COVID times	
Qualification	Bachelor of Engineering and Master of Management studies.	Commerce Graduate from the prestigious St.Aloysius College, Mangalore.	A Chemical Engineer from University of Calcutta and he had advanced professional management trainings from several reputed national and international institutes.	An engineering graduate from the College of Engineering, Pune. MBA (Finance) program in the Symbiosis Institute of Business Management, Pune	BE (Mechanical) and M.Tech from Manipal Institute of Technology, Manipal.
List of other companies in which directorship is held as on March 31, 2023*/dt of the report	<ol style="list-style-type: none"> 1. Tamil Nadu Water Investment Company Limited 2. New Tirupur Area Development Corporation Limited 	<ol style="list-style-type: none"> 1. Kanara Chamber of Commerce and Industry 	<ol style="list-style-type: none"> 1. Indradhanush Gas Grid Limited (IGGL) 2. Petronet MHB Limited (PMHBL), 3. Dahej SEZ Ltd (DSL) & 4. Rohini Heliport Limited (RHL). 	<ol style="list-style-type: none"> 1. Mangalore Refinery and Petrochemicals Limited 	<ol style="list-style-type: none"> 1. Shell MRPL Aviation Fuels and Services Limited



Chairman/ Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2023* /dt of the report	Nil	Nil	1. Petronet MHB Limited – Member of Audit Committee.	Nil	Nil
Equity Shares held in the Company	Nil	Nil	Nil	Nil	Nil
Relationship between Directors inter- se	Nil	Nil	Nil	Nil	Nil

* Directorships and Committee memberships in Mangalore SEZ Ltd and its Committees are not included in the aforesaid disclosure. The directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Stake holders' relationship Committees of only public Companies have been included in the aforesaid table.