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### **POSTAL BALLOT NOTICE**

Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Shareholders,

Notice is hereby given pursuant to and in compliance with the provisions of Sections 108 and 110, and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification(s) and re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 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 and 09/2023 dated September 25, 2023 respectively (collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot ("the Postal Ballot") only by way of remote e-voting ("e-voting") for the following special resolution:

#### **ITEM NO. 1:**

#### **Appointment of Mr. Dhananjay Mungale (DIN:00007563) as an Independent Director.**

An explanatory statement pursuant to Sections 102, and other applicable provisions, if any, of the Act pertaining to the below resolutions setting out the material facts is annexed hereto for your consideration.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being

sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”).

The Board of Directors of the Company at their meeting held on 18<sup>th</sup> March, 2024 have appointed Mr. Hemant Shetye (FCS No. 2827 COP No. 1483) Practicing Company Secretary, having office at 206, 2<sup>nd</sup> Floor, Tantia & Jogani Industrial Estate, J.R. Boricha Marg, Lower Parel (East), Mumbai 400011, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting.

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 Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Wednesday, March 20, 2024
Conclusion of e-voting period	5.00 p.m. IST on Thursday, April 18, 2024
Cut-off date for eligibility to vote	5.00 p.m. IST On Friday, March, 15, 2024

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Thursday, April 18, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 2 working days from the conclusion of the e-voting period i. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. April 18, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**ITEM NO. 1:**

**Appointment of Mr. Dhananjay Mungale (DIN: 00007563) as on Independent Director**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dhananjay Mungale (DIN: 00007563), who was appointed by the Board of Directors pursuant to Section 161 of the

Act and as recommended by the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from March 18, 2024 and who holds office only upto the date of the ensuing Annual General Meeting, and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term upto 17<sup>th</sup> March, 2029, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Mrs. Pallavi Pednekar, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board  
For NGL Fine-Chem Limited**

**Sd/-**

**Pallavi Pednekar  
Company Secretary  
Membership No: A33498**

Date:18/03/2024  
Place: Mumbai

Notes:

1. The explanatory statement pursuant to Sections 102 of the Act stating all material facts and the reasons for the proposals set out in resolution is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, March 15, 2024.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.nglfinechem.com>, websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited, Unit No.9, Shiv Shakti Indl Estate, J.R. Boricha Marg, Lower Parel, Mumbai 400011.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, March 15, 2024 will be considered for the purpose of e-voting.

6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, March 15, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically on the resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.

9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Thursday, April 18, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, within 2 working days from the conclusion of voting period and will also be displayed on the website of the Company ([www.nglfinechem.com](http://www.nglfinechem.com)), besides being communicated to the Stock Exchange viz. BSE Limited, NSE Ltd., Depositories and Registrar and Share Transfer Agent.

11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, April 18, 2024 i.e., the last date specified for receipt of votes through the e-voting process.

12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [cs@nglfinechem.com](mailto:cs@nglfinechem.com).

#### **General information and instructions relating to e-voting**

- i. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., Friday, March 15, 2024 only shall be entitled to avail the facility of e-voting.
- ii. The e-voting facility will be available during the following period:
  - a) Commencement of e-voting: 9.00 a.m. (IST) on Wednesday, March 20, 2024.
  - b) End of e-voting: 5.00 p.m. (IST) on Thursday, April 18, 2024.

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

- iii. Instructions and other information relating to e-voting:

**Voting Through Electronic Means:**

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The voting period begins on 20<sup>th</sup> March, 2024, 9.00 a.m. and ends on 18<sup>th</sup> April, 2024, at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 15<sup>th</sup> March, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA Purva Sharegistry (India) Private Limited at support@purvashare.com.

Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) 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 above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” “Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>



- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [hs@hspnassociates.in](mailto:hs@hspnassociates.in), [cs@nglfinechem.com](mailto:cs@nglfinechem.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS:-**

##### **i. For Temporary Registration of e-mail id for Demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Purva Shareregistry (India) Pvt. Ltd. by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their web site [www.purvashare.com](http://www.purvashare.com) and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at [support@purvashare.com](mailto:support@purvashare.com).

**On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.**

##### **ii. For Permanent Registration of e-mail id for Demat shareholders:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

##### **iii. Registration of email id for shareholders holding physical shares:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Purva Shareregistry (India) Pvt. Ltd., on their web site [www.purvashare.com](http://www.purvashare.com) and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, mobile number and e mail id. In case of any query, a member may send an e-mail to RTA at [support@purvashare.com](mailto:support@purvashare.com).

**On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.**

**iv. Registration of Bank Details for physical shareholders:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Purva Sharegistry (India) Pvt. Ltd., by sending E mail at [support@purvashare.com](mailto:support@purvashare.com). The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id on a covering letter requesting to update the bank details signed by all the shareholder(s), self-attested PAN card copy and address proof along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at [support@purvashare.com](mailto:support@purvashare.com).

**v. Registration of Bank Details for Demat shareholders:**

It is clarified that for registration of bank details, the Members are requested to register their bank details, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N.M. Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

**ITEM NO. 1:**

Mr. Dhananjay Mungale (DIN: 00007563) on the recommendation of the Nomination and Remuneration Committee was appointed as Additional Director with effect from 18<sup>th</sup> March, 2024 by the Board of Directors. Mr. Dhananjay Mungale holds office up to the date of ensuing Annual General Meeting. Mr. Dhananjay Mungale possess the requisite knowledge, experience and skill for the position of Independent Director. The Board on recommendation of its Nomination and Remuneration Committee and subject to the approval of members has accorded its consent, to appoint Mr. Dhananjay Mungale, as Independent Director not liable to retire by rotation. Mr. Dhananjay Mungale will not be entitled for any remuneration as per the Company policy for non-executive directors except sitting fees for attending Board Meetings.

Mr. Dhananjay Mungale is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode basis and the request besent on [cs@nglfinechem.com](mailto:cs@nglfinechem.com).

A brief profile of Mr. Dhananjay Mungale, including nature of his expertise, is provided here under. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Dhananjay Mungale as an Independent Director.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Dhananjay Mungale will be turning 75 in the year 2028 and his appointment is till 2029, hence the Company would like to pass a special resolution for his continuation as Non-Executive Independent Director till 2029.

**A brief justification for appointment as Non-Executive Independent Directors on the Board of the Company is as under:**

Mr. Dhananjay Mungale is serving as an Independent Director on the Board of Companies since 1999. Over 25 years he served at leadership positions in Europe and India at Bank of America and DSP Merrill Lynch. He served on the Boards of eminent companies in India as an Independent Director. To name few are Mahindra Finance, JP Morgan Asset Management, L&T Infra Finance, LIC Housing Finance, Mahindra CIE Automotive, TN Petro Products, DSP Blackrock, Kalpataru Ltd., NOCIL Ltd., Chowgule Steamship etc.

Except Mr. Dhananjay Mungale, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested in the proposed resolution. The Board of Directors recommend passing of the resolution of this Notice as Special Resolution.

**Brief Profile of Mr. Dhananjay Mungale**

Date of Birth	01/06/1953
Date of Appointment	18/03/2024
Qualifications	B.Com, LLB and CA
Expertise in specific functional area	He is a seasoned banker and finance professional with extensive global experience of investment banking and private banking across Europe and India. Over 25 years he served at leadership positions in Europe and India at Bank of America and DSP Merrill Lynch. Since 1999 Mr. Dhananjay served on the Boards of eminent companies in India as an Independent Director. To name few are Mahindra Finance, JP Morgan Asset Management, L&T Infra Finance, LIC Housing Finance, Mahindra CIE

	<p>Automotive, TN Petro Products, DSP Blackrock, Kalpataru Ltd., NOCIL Ltd., Chowgule Steamship etc.</p> <p>He also serves on Advisory Boards of select private equity organizations and investment committees of family office in India and London.</p> <p>Mr. Dhananjay also regularly mentors young talent in the Fintech start-up sector, across India and abroad.</p> <p>Besides his business and professional achievements, Dhananjay also finds time to work with eminent institutions in educational and not-for-profit domains as a member of their Governing Councils. These have included Mahindra United World Colleges and Oxford Centre for Hindu Studies.</p> <p>Mr. Dhananjay is graduate in Commerce and Law from University of Mumbai and an Associate Member of the Institute of Chartered Accountants of India.</p>
Terms & Conditions of appointment	Appointed as an Independent Director of the Company for a term of 5 consecutive years i.e. from 18 <sup>th</sup> February, 2024 to 17 <sup>th</sup> February, 2029 and shall not be liable to retire by rotation.
Name DIN Category	Dhananjay Mungale 00007563 Independent Director
Remuneration sought to be paid	Sitting fess of Rs.2,00,000/- per Board Meeting
Date of first appointment on the Board	18 <sup>th</sup> February, 2024
Number of Board Meetings attended during the financial year 2023-24	Not applicable
Shareholding in the Company	7750 shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Directorship in other Companies	<ol style="list-style-type: none"> <li>1) Mahindra &amp; Mahindra Financial Services Limited</li> <li>2) Mahindra Logistics Limited</li> <li>3) Mentor Technologies Private Limited</li> <li>4) I-Nestor Advisors Private Limited</li> <li>5) Tamilnadu Petroproducts Limited</li> <li>6) NOCIL Limited</li> <li>7) LICHFL Asset Management Company Limited</li> <li>8) Kalpataru Limited</li> <li>9) Samson Maritime Limited</li> <li>10) DSP Asset Managers Private Limited</li> </ol>

Committee position held in other companies	List enclosed.
Listed entities from which the Director has resigned from Directorship in last three (3) years	NIL

List of Committee membership/ Chairmanship

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Category (Listed/Public/Subsidiary of Public/Private/LLP)</b>	<b>Name of the Committee</b>	<b>Position held (Chairman/Member)</b>
1	Mahindra & Mahindra Financial Services Limited	Listed	Audit Committee	Member
			Nomination and Remuneration Committee	Chairman
			Corporate Social Responsibility Committee	Chairman
			Committee for Strategic Investments	Chairman
			Asset Liability Committee	Member
			Risk Management Committee	Member
2	Kalpataru Limited	Limited	Audit Committee	Chairman
			Corporate Social Responsibility Committee	Chairman
			Nomination & Remuneration Committee	Chairman
3	Samson Maritime Limited	Limited	Audit Committee	Member
			Nomination & Remuneration Committee	Member
4	Mahindra CIE Automotive Limited	Listed	Stakeholders relationship Committee	Member
			CSR Committee	Member
			Audit Committee	Chairman
			Allotment Committee	Member
			Nomination & Remuneration Committee	Member
5	Tamilnadu	Listed	Audit Committee	Member

	Petroproducts Limited			
6.	NOCIL Limited	Listed	Audit Committee	Chairman
			Nomination & Remuneration Committee	Member
7	LICHFL Asset Management Company Limited	Limited	Audit Committee	Chairman
			H R Committee	Chairman
8.	DSP Asset Managers Private Limited		Audit Committee	Chairman
			Nomination & Remuneration Committee	Member
			Corporate Social Responsibility Committee	Member
9.	Mahindra Logistics Limited	Listed	Audit Committee	Member
			Nomination & Remuneration Committee	Member

By Order of the Board  
For NGL Fine-Chem Limited

Pallavi Pednekar  
Company Secretary  
Membership No: A33498

Date: 18/03/2024

Place: Mumbai.