



SECT/306/
27th July, 2016

BSE Limited
Corporate Relationship Department
1st Floor, P J Towers
Dalal Street
Mumbai - 400 001

Scrip Code: 506734

Dear Sirs,

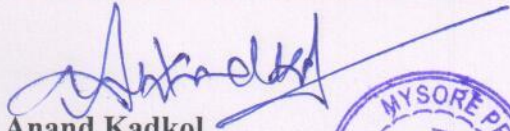
Sub: Intimation under Regulation 30 of SEBI Listing Regulations, 2015

Pursuant to Regulation 30 of the SEBI Listing Regulations, 2015, we are submitting herewith Notice of the 46th Annual General Meeting of the members of the Company scheduled to be held on Tuesday, 23rd August, 2016 at 12.30 p.m. at Woodlands Hotel, 5, Raja Rammohan Roy Road, Bengaluru – 560 025.

Kindly take the same on your records.

Thanking you.

Yours faithfully,
For Mysore Petro Chemicals Limited


Anand Kadkol
Company Secretary



Encl: as above

CIN : L24221KA1969PLC001799

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Forty Sixth Annual General Meeting of the members of **MYSORE PETRO CHEMICALS LIMITED** (CIN: L24221KA1969PLC001799) will be held at Woodlands Hotel, 5, Raja Rammohan Roy Road, Bengaluru – 560 025 on Tuesday, the 23rd August, 2016 at 12.30 p.m. to transact the following business :

As Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2016 and the Reports of the Board of Directors and the Auditors' thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri Nikunj Dhanuka (DIN 00193499) who retires by rotation and being eligible offers himself for reappointment.
4. **Ratification of appointment of Auditors**

To appoint Auditors and fix their remuneration and for this purpose 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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the said Rules”), the Company hereby ratifies the appointment of M/s. Hariharan & Co., Chartered Accountants, Bengaluru (Firm Registration No. 001083S), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Forty Seventh (47) Annual General Meeting of the Company to be held in the year 2017 on such remuneration as may be agreed upon by the Board of Directors and the Auditors in addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of accounts of the Company.”

As Special Business

5. **Approval of Material Related Party Transactions**

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

“RESOLVED THAT in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Company be and is hereby accorded to the contracts entered into between the Company and M/s I G Petrochemicals Ltd. for the purchase of Wash Water, Steam and Orthoxylene and rendering of premises on leave and licence on the terms and conditions as has been agreed between both the parties.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to perform and execute all such deeds, matters and things to give effect to this resolution and for the matters connected therewith or incidental thereto.”

By order of the Board
For **Mysore Petro Chemicals Limited**

Anand Kadkol
Company Secretary

Mumbai
27th June, 2016

Registered Office :
D - 4, Jyothi Complex
134/1, Infantry Road,
Bengaluru – 560 001.

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of Companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting is annexed hereto and forms part of the Notice.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. A statement giving the relevant details of the Director seeking appointment/re-appointment under item No.3 of the accompanying Notice is annexed hereto. The Director has furnished the requisite declaration for his appointment /re-appointment.
5. The register of members and share transfer books of the Company will remain closed from Wednesday, 17th August, 2016 to Monday, 22nd August, 2016 (both days inclusive), for the purpose of Annual General Meeting and payment of Dividend.
6. After the declaration of Dividend as recommended by the Board of Directors, payment of such dividend will be made on or after 28th August, 2016 as under:
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 16th August, 2016;
 - b) To all Members holding shares in physical form, whose names stand on the Register of Members of the Company on 16th August, 2016.
7. Members are requested to immediately intimate change of address, if any, to the Company/Registrar & Share Transfer Agents.
8. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent/the Company.
9. In terms of Sections 205C and 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Statements of uncalimed Dividends declared at the Annual General Meetings held on 1st August, 2014 and 24th August, 2015 are available on companies website www.mysorepetro.com. Members are requested to claim their dividends before they become due for transfer to IEPF.
10. Members holding shares in single name or in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination forms can be downloaded from the company's website i.e. www.mysorepetro.com.
11. Electronic copy of the Annual Report is being sent to the members whose email ID's are registered with the Company/Depository Participants for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2016 is being sent in the permitted mode. **A form for registration of your e-mail address is attached to this report. You are requested to kindly avail the facility. Alternatively, the members can also download the email registration**

form from the companies website www.mysorepetro.com. Shareholders may note that even after registering their e-mail address, they shall always have a right to ask for a physical copy of the annual report.

12. Members are requested to bring their personal copy of the Annual Report to the Meeting. Corporate members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
13. Members may also note that the Notice of the 46th Annual General Meeting and the Annual Report will also be available on the Company's website www.mysorepetro.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal working days, up to and including the date of the Annual General Meeting of the Company.
15. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
16. A route map showing directions to reach the venue of the meeting is produced in the Annual Report.
17. In case of any change in email ID, members are requested to notify such change to the Company / RTA (for shares held in physical form) and to their respective Depository Participants (for shares held in electronic form).
18. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
19. The Company is providing the facility to the Members to cast their vote by electronic means i.e. through the e-voting services provided by Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice and the Members may cast their vote on resolutions through such e-voting.
20. The facility for voting, either through e-voting or ballot or polling paper shall also be made available to the Members at the meeting and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to vote either through ballot or polling at the meeting.
21. However, the Members who have cast their vote by remote e-voting prior to the meeting may attend the meeting but they shall not be able to cast their vote again at the meeting.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

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

- (i) The voting period begins on **Saturday 20th August, 2016 at 10:00 a.m.** and ends on **Monday, 22nd August, 2016 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 of **Tuesday, 16th August, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">◆ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.◆ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">◆ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) Note for Non-Individual Shareholders and Custodians

- ◆ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- ◆ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- ◆ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ◆ The list of accounts linked in the login should be emailed to 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

- i. The voting rights shall be as per the number of shares held by the members as on 16th August, 2016, being the cut off date. Members are eligible to cast their vote electronically only if they are holding shares as on the cut off date.
- ii. Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut off date i.e. 16th August, 2016 shall follow the process as mentioned at sr. nos. (ii) to (v) of the above instructions for sharholders voting.
- iii. Mr. Martinho Ferrao, Practicing Company Secretary (Membership No. 6221) has been appointed as the Scrutinizer to scrutinise the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 25th August, 2016 a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mysorepetro.com and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared by the Chairman. The Company shall also simultaneously forward the results to BSE where its shares are listed.

By order of the Board
For **Mysore Petro Chemicals Limited**

Anand Kadkol
Company Secretary

Mumbai
27th June, 2016

Registered Office :
D-4, Jyothi Complex
134/1, Infantry Road,
Bengaluru – 560 001.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

The Company had entered into contracts with M/s I G Petrochemicals Ltd. (being related party) for the purchase of Wash Water, Steam and Orthoxylene and rendering of office premises on lease and licence basis on 1st March, 2014 and 21st March, 2014 respectively for a period of five years each.

During the year ended 31st March, 2016, the aggregate consideration of the above contracts was ₹ 8.64 crores approx. which includes ₹ 6.25 crores as refundable security deposit.

In terms of Regulation 23(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all existing material related party contracts entered into prior to the date of notification of these regulations and which continues thereafter shall require approval of the shareholders at the general meeting. Material related party transactions have been defined as that exceeding ten per cent of turnover of the Company. The contracts referred herein above, therefore, constitute material related party contracts and would require approval of the shareholders of the Company.

Copies of the contracts shall be available to the members for inspection at the Corporate Office of the Company on all working days during 11.00 a.m. to 5.00 p.m. up to the date of the Meeting.

Except for Shri M M Dhanuka and Shri Nikunj Dhanuka, no other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution as set out at item No. 5 of the Notice.

The Board recommends the Special Resolution as set out at item No. 5 for the approval of the Shareholders.

By order of the Board
For **Mysore Petro Chemicals Limited**

Anand Kadkol
Company Secretary

Mumbai
27th June, 2016

Registered Office :
D-4, Jyothi Complex
134/1, Infantry Road
Bengaluru-560 001.

Details of Director seeking Appointment / Re-appointment

(As required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Shri Nikunj Dhanuka										
Directors Identification Number (DIN)	00193499										
Date of Birth	26.05.1967										
Date of Appointment	28.09.1996										
Qualifications	B.Com.										
Expertise	He has extensive knowledge on the functioning of Chemical Industries and is in charge of the overall affairs of the Company and specifically supervises the finance, banking and operations of the Company.										
Directorship held in other Public Companies (excluding foreign and private Companies)	I G Petrochemicals Limited										
Chairmanships / Memberships of Committee across	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">Sr. No.</th> <th style="width: 65%;">Name of the Company</th> <th style="width: 30%;">Committees</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>I G Petrochemicals Ltd.</td> <td>Member of Stakeholders Relationship Committee</td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Mysore Petro Chemicals Ltd.</td> <td>Member of Audit Committee and Chairman of Stakeholders Relationship Committee.</td> </tr> </tbody> </table>		Sr. No.	Name of the Company	Committees	1.	I G Petrochemicals Ltd.	Member of Stakeholders Relationship Committee	2.	Mysore Petro Chemicals Ltd.	Member of Audit Committee and Chairman of Stakeholders Relationship Committee.
Sr. No.	Name of the Company	Committees									
1.	I G Petrochemicals Ltd.	Member of Stakeholders Relationship Committee									
2.	Mysore Petro Chemicals Ltd.	Member of Audit Committee and Chairman of Stakeholders Relationship Committee.									
Shareholding of Directors	Nil										
Relationship between directors <i>inter-se</i>	Nil										