



Mysore Petro Chemicals Limited

49th Annual Report 2018-2019

BOARD OF DIRECTORS

Shri M M Dhanuka – *Chairman & Managing Director*

Shri Nikunj Dhanuka

Shri Anil Kochar

Shri S N Maheshwari

Shri Shrikant Somani

Smt Uma Acharya

Shri M M Jayakar (upto 27th March, 2019)

CHIEF FINANCIAL OFFICER

Shri Nilesh Panchal

COMPANY SECRETARY

Smt Pragati Nathani

AUDITORS

MSKA & Associates

REGISTERED OFFICE

D/4, Jyothi Complex

134/1, Infantry Road, Bengaluru - 560 001

Tel. : 080 - 22868372

Fax : 080 - 22868778

E-mail : mpcl@mysorepetro.com

Website : <http://mysorepetro.com>

CIN : L24221KA1969PLC001799

CORPORATE OFFICE

401-404, Raheja Centre

214, Nariman Point

Mumbai-400 021

Tel : 022-30286100/30286133

Fax : 022-22040747

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Bigshare Services Pvt. Ltd.

Bharat Tin Works Building

1st Floor, Opp. Vasant Oasis, Makwana Road

Marol, Andheri (East), Mumbai - 400 059.

Tel.: 022-6263 8200/222/223 • Fax : 022-6263 8299

E-mail : info@bigshareonline.com

Website: www.bigshareonline.com

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AGM

49th Annual General Meeting

Thursday, 29th August, 2019
at 12.30 pm

Venue

Hotel Ajantha, Rohini Hall
22-A, M G Road, Ashok Nagar,
Bengaluru - 560 001

NOTICE

NOTICE is hereby given that the Forty - Ninth Annual General Meeting of the members of **MYSORE PETRO CHEMICALS LIMITED** (CIN: L24221KA1969PLC001799) will be held on **Thursday, 29th August, 2019** at **12:30 pm** at **Hotel Ajanta, Rohini Hall, 22-A, M G Road, Ashok Nagar, Bengaluru – 560 001** to transact the following business :

As Ordinary Business

1. To consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended 31st March, 2019 and the report 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 S N Maheshwari (DIN 00193540) who retires by rotation and being eligible offers himself for reappointment.

As Special Business

4. Re-appointment of Shri Shrikant Somani as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149(10), 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the SEBI Listing Regulations"), Shri Shrikant Somani (DIN 0085039), whose term of office as Independent Director expires on conclusion of this annual general meeting, who has given his consent for his re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the SEBI Listing Regulations and is eligible for re-appointment, in respect of whom the Company has received Notice in writing from a member under Section 160 of the Act, proposing his re-appointment as Director be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from the conclusion of this Annual General Meeting of the Company.

5. Re-appointment of Shri Anil Kochar as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149(10), 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), Shri Anil Kochar (DIN 00943161), whose term of office as Independent Director expires on conclusion of this annual general meeting, who has given his consent for his re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the SEBI Listing Regulations and is eligible for re-appointment, in respect of whom the Company has received Notice in writing from a member under Section 160 of the Act, proposing his re-appointment as Director be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect the conclusion of this Annual General Meeting of the Company.

6. Re-appointment of Smt. Uma Acharya as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149(10), 152, read with Schedule IV and other applicable

provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the SEBI Listing Regulations"), Smt. Uma Acharya (DIN 07165976), whose term of office as Independent Director expires on 24th May, 2020, who has given her consent for her re-appointment and has submitted a declaration that she meets the criteria for independence under Section 149 of the Act and the SEBI Listing Regulations and is eligible for re- appointment, in respect of whom the Company has received Notice in writing from a member under Section 160 of the Act, proposing her re-appointment as Director be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 25th May 2020.

7. Approval of material Related Party Transactions

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

"RESOLVED THAT pursuant to the provision of Sections 186, 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Memorandum and Articles of Association of the Company and any other law for the time being in force and subject to such other consents, permissions and sanctions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) to make an investment upto an amount not exceeding ₹ 1,000,000 in one or more tranches, in equity shares of Blue Lotus International Limited, a Company incorporated in England and Wales.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds and things, as may be necessary, desirable or expedient for the purpose of giving effect to this resolution."

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

Pragati Nathani
Company Secretary

Mumbai
29th May, 2019

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

Mysore Petro Chemicals Limited

Notes :

- (i) The Explanatory Statements 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.
- (ii) 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.
- (iii) Proxies in order to be effective must be received by the Company at its Registered Office not later than 48 hours before the commencement of the meeting. A person can act as a Proxy for not 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.
- (iv) The Members/Proxy holders are requested to bring their duly filled Attendance Slip along with their copy of the Annual Report to the meeting
- (v) 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, authorising their representative to attend and vote on their behalf at the meeting.
- (vi) A statement giving the relevant details of the Directors seeking re-appointments under item No. 3 to 6 of the accompanying Notice as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto. The Director has furnished the requisite declaration for his re-appointment.
- (vii) The Register of Members and Share Transfer Books of the Company will remain closed on Friday, 23rd August, 2019 and Saturday, 24th August, 2019 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if declared.
- (viii) If dividend as recommended by the Board of Directors is approved at the meeting, payment will be made on or after 6th September, 2019 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 22nd August, 2019.
 - b. To all Members holding shares in physical form, whose names stand on the Register of Members of the Company on 22nd August, 2019.
- (ix) Members are requested to immediately intimate change of address, if any, to the Company/Registrars & Share Transfer Agents (RTA).
- (x) During the year, there was no amount which was liable to be transferred to the Investor Education and Protection Fund (IEPF) in terms of Sections 124 of the Companies Act, 2013. A statement of unclaimed dividend declared at the last AGM held on 14th August, 2018 is available on the Company's website www.mysorepetro.com. Members are requested to claim their dividend before they become due for transfer to IEPF.
 - i. Further, pursuant to the provisions of Section 124(5) and Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") and amendments thereto, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF authority.
 - ii. The Members whose shares have been transferred to the IEPF Authority may claim the shares by making an application to IEPF Authority in Form IEPF 5 at www.iepf.gov.in. Member should note that only one consolidated claim can be filed in a financial year as per the IEPF Rules. Members are advised to claim any un-encashed

dividends before it becomes due for transfer to IEPF.

- (xi) 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. For members who have not registered their email address, physical copies are being sent in the permitted mode and they are requested to register their e-mail address with the Company to facilitate the faster receipt of communication and avoid any possible loss in postal transit apart from benefits resulting out of reduction in paper consumption and contributing towards a greener environment. A form for registration of your e-mail address is being sent. You are requested to kindly avail the facility. Alternatively the Members can also download the e-mail registration form from the Company's website www.mysorepetro.com. Members 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. 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) or to their respective Depository Participants (for shares held in demat form).
- (xii) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company / RTA for assistance in this regard.
- (xiii) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- (xiv) Shareholders whose bank details are not registered with the Company are requested to immediately notify the name of the bank and the branch, MICR No., IFSC, the nature of account and their Core Banking Solutions account number (CBS A/c No.) to the Company/RTA, in respect of shares held in physical form and to their Depository Participant in case of shares held in electronic form. Shareholders may note that payment of dividend without bank details is prohibited.
- (xv) Shareholders may note that in terms of the notification no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 issued by SEBI, the transfer of securities shall not be processed unless the securities are held in the dematerialized form with effect from 1st April, 2019 except in case of transmission or transposition of securities. However Members can continue to hold shares in physical form. Members may also note that those who have lodged the share transfer deed on or before 31st March, 2019 and which have been returned by our RTA due to deficiency in the document may be lodged again even after 1st April, 2019 after necessary corrections, as may be applicable. Members are advised to get their shares dematerialized.
- (xvi) Members may also note that the Notice of the 49th Annual General Meeting and the Annual Report for the year 2018-19 will also be available on the Company's website www.mysorepetro.com for download.
- (xvii) A route map showing directions to reach the venue of the meeting is produced in the Annual Report.
- (xviii) 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.
- (xix) 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 NSDL on all resolutions set forth in this Notice and the Members may transact such vote on resolutions through such e-voting.
- (xx) The facility for voting by 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. However, 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.

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PROCESS FOR MEMBERS OPTING FOR E-VOTING

The instructions for shareholders voting electronically are as under:

In compliance with provisions of the Act and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by NSDL.

The remote e-voting period commences on Monday, 26th August, 2019 (9:00 am) and ends on Wednesday, 28th August, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your user Id details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, you can check the communication sent to your postal address for further instructions about obtaining password.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mferraocs@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 22nd August, 2019.
5. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
7. Shri. Martinho Ferrao (Membership No. 6221) or failing him Shri. Shiv Kumar Vaishy (Membership No. 45528) Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
8. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poll Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
9. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mysorepetro.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item Nos. 4 to 6

The members of the Company at the annual general meeting held in the year 2014 had appointed Shri Shrikant Somani and Shri Anil Kochar and Smt. Uma Acharya in the year 2015 as Independent Director of the Company for a term of five years and in accordance with the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013("the Act") read with the relevant Rules thereunder. The term of Shri Shrikant Somani and Shri Anil Kochar shall end on conclusion of this Annual General Meeting of the Company and the term of Smt. Uma Acharya shall end on 24th May, 2015.

In terms of the provisions of Sections 149(10) of the Act, the Independent Directors shall be eligible for re-appointment for the second term on passing of the special resolution by the members of the Company. Shri Shrikant Somani, Shri Anil Kochar and Smt. Uma Acharya have consented for their respective re-appointment as Independent Directors and have also submitted a declaration that they meet the criteria for independence under Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) and that they are eligible to be re-appointed. In the opinion of the Board of Directors, they fulfill the conditions for their re-appointment as Independent Directors and they are independent of the Management. The Company has also received notice in writing from a member under Section 160 of the Act, proposing their respective re-appointment as Director.

The Board of Directors have carried out the performance evaluation of the above named independent directors in terms of Schedule IV to the Act and SEBI Listing Regulations and accordingly based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have recommended the re-appointment of Shri Shrikant Somani and Shri Anil Kochar for a second term of five consecutive years with effect from the conclusion of this Annual General Meeting and the re-appointment of Smt. Uma Acharya w.e.f. 25th May, 2020; without being liable to retire by rotation under Section 152(6) of the Act.

The brief profile of the above named independent Directors is appended to this Notice and details of the remuneration paid/payable to them are as provided in the Corporate Governance Report forming part of the annual report.

The Board recommends the Resolutions as set out in Item Nos. 4 to 6 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Independent Directors are concerned or interested in the Resolutions as set out in Item Nos. 4 to 6 of the Notice.

Item No. 7

The Company has made an investment of ₹ 1,95,000 in equity shares of Blue Lotus International Limited for acquiring 4.31% stake. It is the intention of the Company to acquire further stake in the Company by further infusion of the funds upto an amount not exceeding ₹ 1,000,000 in Blue Lotus International Limited in one or more tranches.

The said transaction is construed to be a related party transaction within the meaning of Section 188 of the Companies Act, 2013, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company seeks the consent of the members by way of an ordinary resolution.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the related party	Blue Lotus International Limited
Name of the Director or key managerial personnel who is related, if any	Shri Nikunj Dhanuka
Nature of relationship	Controlled by Smt. Amishi Dhanuka, wife of Shri Nikunj Dhanuka.

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Nature, material terms, monetary value and particulars of the contract or arrangement	Invest an amount upto £ 1,000,000 in the equity shares of Blue Lotus International Limited in pursuance to the shareholders agreement.
Any other information relevant or important for the Members to take a decision on the proposed resolution	The above investment as stated above shall be in ordinary course of business and shall be based on fair valuation of shares and shall be subject to the approval of the members of the Company.

Except Shri Nikunj Dhanuka, none of the Directors, Key Managerial Personnel or their Relatives are deemed to be concerned or interested in the Resolution.

The Board recommends the Ordinary Resolution for the approval of the Shareholders.

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

Pragati Nathani
Company Secretary

Mumbai
29th May, 2019

Registered Office :

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

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name	Shri S N Maheshwari	Shri Shrikant Somani	Shri Anil Kochar	Smt. Uma Acharya
Directors Identification Number	00193540	0085039	00943161	07165976
Date of Birth	19.10.1956	27.10.1968	18.11.1957	14.09.1983
Date of Appointment	19.11.2001	22.05.2009	21.09.2007	25.05.2015
Qualifications	B.com; F.C.A.	B.com	B.com (Hons); LLB	B.Com; LL.M
Expertise	He has extensive knowledge and experience in finance, accounts and taxation areas.	Industrialist and has vast experience in chemical and power industries.	Tax Consultant having vast knowledge and experience in accounting and taxation areas.	She has experience in legal field and specializes in Intellectual Property Laws.
Directorship held in Listed Companies	Nil	Nil	Linc Pen & Plastics Ltd	Everest Kanto Cylinder Limited
Chairmanships / Memberships of Committees in other Public Companies	Nil	Nil	Linc Pen & Plastics Ltd Audit Committee - Chairman Stakeholders Relationship Committee - Chairman	Everest Kanto Cylinder Limited Audit Committee - Chairman Stakeholders Relationship Committee - Chairman
Shareholding of Directors	700 Shares	100 Shares	100 Shares	Nil
Relationship between directors inter-se	Nil	Nil	Nil	Nil

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the Forty Ninth Annual Report together with the Audited Statements of Accounts and the Auditors Report of your Company for the financial year ended 31st March, 2019.

1. Financial Results

(₹ in lakhs)

Particulars	2018-19	2017-18
Total Revenue	4,133.58	1,656.77
Profit before interest, depreciation and taxes	539.08	677.72
Depreciation	68.00	78.21
Finance Cost	4.41	6.84
Profit before tax and exceptional item	466.67	592.67
Exceptional item	-	6459.20
Provision for taxation	73.74	1697.04
Profit after tax	392.93	5354.83
Balance brought forward	234.19	1867.06
Balance available for appropriation	7,557.21	7,221.89
Appropriation:		
Proposed dividend for the financial year	131.67	131.67
Corporate dividend tax	27.07	27.07
Transferred to general reserves	-	-
Surplus retained in profit and loss account	7,398.47	7,159.54
EPS before exceptional item	5.97	9.97
After exceptional item	5.97	81.34

2. Overview of Company's Financial Performance

The Company is engaged in the trading of petrochemicals products. During the financial year 2018-19, total revenue amounted to ₹ 4,133.58 lakhs as compared to ₹ 1,656.77 lakhs in the previous year and the Profit after tax fell to ₹ 392.93 lakhs as compared to profit of ₹ 5,354.83 lakhs in 2017-18.

3. Dividend

Your Directors are pleased to recommend dividend of ₹ 2/- (20%) per equity share of ₹ 10/- each. The total outgo on account of dividend (including dividend distribution tax) for the current year amounts to ₹ 158.74 lakhs (previous year ₹ 158.74 lakhs).

4. Management Discussion and Analysis

The Company has sold its Maleic Anhydride business to I G Petrochemicals Ltd. in 2017. The Phthalic Anhydride plant at Raichur was shut down in 2013 due to economic unavailability.

Presently, the Company is engaged in the trading of Orthoxylene (OX), Phthalic Anhydride (PA), Maleic Anhydride (MA), Benzoic Acid (BA) and other petrochemical products. The Company is in the process of evaluating and exploring

Mysore Petro Chemicals Limited

new markets for business.

5. Share Capital

The paid-up equity share capital of the Company as at 31st March, 2019 was ₹ 658.76 lakhs. During the year under review, the Company has not issued any shares.

6. Deposits

The Company has not accepted any deposits from the public during the year under review.

7. Particulars of Loans, Investments and Guarantee

Details of Loans, Guarantee and Investment covered under the provision of the Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

8. Corporate Social Responsibility (CSR) Initiative

In accordance with the provisions of Section 135 of the Companies Act, 2013 ("the Act") and the rules framed thereunder, the CSR Committee reviews and monitors the projects and expenditures incurred by the Company. During the year 2017-18, the Company was required to spend an amount of ₹ 12.52 lakhs towards CSR activities as mandated under the CSR Policy of the Company read the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014. However, the Company could only spend ₹ 2.00 lakhs towards the CSR activities and ₹ 10.52 lakhs remained unspent and the same was carried forward and spent during the year 2018-19. The report on CSR is annexed as "Annexure-A".

9. Director and Key Managerial Personnels

a. Re-appointments

In accordance with the provision of Section 152 of the Act, read with the Companies (Management and Administration) Rules, 2014, Shri S N Maheshwari retires by rotation and being eligible has offered himself for re-appointment.

Shri Shrikant Somani and Shri Anil Kochar were appointed as Independent Directors of the Company by the members at an Annual General Meeting held in 2014 for a period of five years.

Smt. Uma Acharya was appointed as Independent Directors of the Company by the members at an Annual General Meeting held in 2015 for a period of five years.

In accordance with the provisions of Section 149 of the Act, the Independent Directors shall be eligible to seek re-appointment for a second term of five years subject to the approval of the members by special resolution. The said Independent Directors have given their consent for re-appointment.

The Company has received notices under Section 160 of the Act, from a Member proposing the re-appointment of Shri Shrikant Somani, Shri Anil Kochar and Smt Uma Acharya, as Independent Directors of the Company. Approval of the Members are being sought by special resolutions for reappointment as Independent Directors for a second term of five consecutive years.

All Independent Directors of the Company have furnished declarations under Section 149(7) of the Act confirming that they meet the criteria of independence laid down in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. Resignation

Shri M M Jayakar resigned as Independent Director with effect from 27th March, 2019 due to personal reasons. The Board places on record sincere appreciation for the invaluable contribution and guidance of Shri M M Jayakar during his association with the Company.

c. Number of Meetings of the Board

During the year, six Board Meetings were convened and held, which are disclosed in the Report on Corporate Governance forming part of the Annual Report of the Company.

d. Performance Evaluation

As stipulated by the Code of Independent Directors pursuant to Act and the SEBI Listing Regulations, a separate meeting of the Independent Directors of the Company was held to review the performance of Non-independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

All Independent Directors have given their respective declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act.

e. Remuneration Policy

The details of Remuneration policy forms part of the Corporate Governance Report.

The information relation to remuneration as required pursuant to Section 197 of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the said Rules") are given below:

- i. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year –

Shri M M Dhanuka, Managing Director & CEO - 26 : 1

- ii. The Percentage increase in the remuneration of Managing Director, Chief Financial Officer and Company Secretary for the Financial Year-

Shri M M Dhanuka, Managing Director & CEO – 78%

Shri Nilesh Panchal, Chief Financial Officer – 12%

Smt. Pragati Nathani, Company Secretary – N.A.

- iii. The percentage increase in the median remuneration of the employee in the financial year - 12%

- iv. Number of permanent employee on the payrolls of the Company - 5

- v. Average percentage increase made in the salaries of employees other than managerial personnel in the last financial year was Nil whereas the increase in the managerial remuneration was 12%.

It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

The information under the Rule 5(2) of the said Rules will be provided to the members upon request in terms of the first proviso to the Section 136 of the Act.

10. Directors' Responsibility Statement

To the best of our knowledge and belief and according to the information and explanation obtained by us, in terms of Section 134(3)(c) of the Act we state:

- a. that in the preparation of the annual financial statements for the year ended 31st March, 2019, all the applicable accounting standards have been followed and no material departures have been made from the same;
- b. that appropriate accounting policies have been selected and applied consistently and have made judgments

Mysore Petro Chemicals Limited

and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2019 and of the profit of the Company for that year;

- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing/detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

11. Particulars of Contracts and Arrangements with Related Parties

All transactions entered into with related parties as defined under the Act and Regulation 23 of SEBI Listing Regulations during the financial year were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Act.

The necessary disclosures regarding the transactions are given in the notes to accounts.

12. Statutory Auditor

M/s MSKA & Associates were appointed as Statutory Auditors of the Company by the members of the Company at the 47th AGM.

13. Secretarial Audit

The Secretarial Audit Report for the year 2018-19 provided by M/s. Makarand M Joshi and Co., Practicing Company Secretaries is annexed herewith as "Annexure-B". The report of the Auditor contains two qualifications on account of delay in submission of the proceedings of AGM which was due to a national holiday on 15th August, 2018 and the inadequacy of information in Management Discussion and Analysis was due to closure of manufacturing operations.

14. Energy Conservation, Technology Absorption and Foreign Exchange Earning and Outgo

The information on conservation of energy, technology absorption is not applicable to the Company. During the year under review, the foreign exchange outgo was ₹ 192.39 lakhs (previous year ₹ 321.61 lakhs)

15. Report on Corporate Governance

The Company has taken the requisite steps to comply with the recommendations concerning Corporate Governance. The disclosures as required under Schedule V to the SEBI Listing Regulations together with a certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance forms part of this Annual Report.

16. Annual Return

The Annual Return of the Company in form MGT-7 for the year 2018-19 is available on the website of the Company and can be accessed at www.mysorepetro.com

17. Transfer to Reserves

The undistributed profits amounting to ₹ 234.19 lakhs is proposed to be retained in the Statement of Profit & Loss.

18. Subsidiaries, Joint Ventures and Associate Companies

During the year under review, the Company has entered into joint venture arrangement with Blue Lotus International Limited by purchasing 5 shares in it.

19. Transfer of shares to IEPF

In compliance with the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") and amendments thereto, Company had during the financial year 2017-18 transferred the shares to IEPF Authority in respect of shares on which dividend has not been paid or claimed for seven consecutive years.

Members whose shares are so transferred can claim their dividend and shares from the IEPF authority by filing Form IEPF-5 at www.iepf.gov.in. Member should also note that only one consolidated claim can be filed in a financial year as per the IEPF Rules. Members are advised to claim any un-encashed dividends.

The Company Secretary of the Company has been designated as the Nodal Officer who can be contacted for any guidance/assistance to claim the dividend and shares from IEPF Authority.

20. Contribution to the Exchequer

The Company has contributed ₹ 787.35 lakhs to the exchequer on account of income tax, GST, etc.

21. Vigil Mechanism

The Company has a Vigil Mechanism Policy to deal with instance of fraud and mismanagement, if any. The details of the Policy is explained in the Corporate Governance Report and also posted on the Company's website www.mysorepetro.com. There was no fraud or irregularity noticed during the year under review.

22. Prevention of Sexual Harassment

The Company is an equal opportunity provider and has zero tolerance in any form or manner towards the sexual harassment of women at work place. In accordance with the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated a policy on prevention, prohibition and redressal of sexual harassment of women at work place.

No complaints pertaining to sexual harassment of women employees were received during the year.

23. Cautionary Statement

Statements made in this report describes the Company's objectives, projections and estimates and may be forward looking and are stated as required by applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include market conditions, Government regulations, exchange rate fluctuations, interest and other costs.

24. Acknowledgement

Your Directors would like to express their appreciation for the co-operation and assistance received from the customers, shareholders, vendors, bankers, financial institutions, employees and other stakeholders for their continued support.

For and on behalf of the Board

Mumbai
29th May, 2019

M M Dhanuka
Chairman & Managing Director
DIN - 00193456

ANNEXURE 'A' TO THE DIRECTORS' REPORT ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:

CSR Policy of the Company is available at www.mysorepetro.com

2. Composition of the CSR Committee:

Name of the Members	Position	Category
Shri Nikunj Dhanuka	Chairman	Non-Executive
Shri Shrikant Somani	Member	Non-Executive & Independent
Shri S N Maheshwari	Member	Non-Executive
Smt. Uma Acharya	Member	Non-Executive & Independent

During the year, the Committee met once on 13th February, 2019.

3. Average net profit of the Company for the last three financial years: Not Applicable for the year
4. Prescribed CSR expenditure (two per cent of the amount as in item No. 3 above) : Not Applicable for the year
5. Details of amount spent on CSR during the financial year 2018-19:
- Total amount spent: ₹ 10.52 Lakh (Unspent amount of the year 2017-18 was brought forward to the Current Year).
 - Amount unspent, if any: Nil
 - Manner in which the amount spent during the financial year are given below:

(₹ in lakhs)

Sr. No.	CSR Project or Activity identified	Sector in which the project is covered	Projects or program 1. Local area or other 2. Specify the State and district where projects or Programs was undertaken	Amount outlay (Budget) Project or Programs wise	Amount spent on the Project or Programs Sub-heads 1. Direct expenditure on projects or programs 2. Overheads	Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1.	Smt Parmeshwari Devi Jan kalyan Trust	Community Organisation	Mumbai	10.52	10.52	10.52	Direct
TOTAL				10.52	10.52	10.52	

The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Sd/-
M M Dhanuka
Managing Director & CEO

Sd/-
Nikunj Dhanuka
Chairman – CSR Committee

ANNEXURE 'B'
FORM NO. MR.3
SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,

Mysore Petro Chemicals Limited

D. 4, Jyothi Complex,
134/1, Infantry Road,
Bangalore - 560 001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mysore Petro Chemicals Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment (Foreign Direct Investment and External Commercial Borrowings are not applicable during the Audit Period).
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified on 11th September, 2018; (Not Applicable during the audit period)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable during the audit period)

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- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during the audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable during the audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018 (Not Applicable during the audit period).

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that, having regard to Compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, the Company has complied with the following laws applicable to the Company.

- Petroleum Act, 1934
- Petroleum Rules, 2002
- Chemicals Weapons Convection Act, 2000

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except as under:

- i. The proceeding of the Annual General Meeting held on 14th August, 2018 was submitted with delay of one day to the Stock Exchange on 16th August, 2018.
- ii. Regulation 34 read with Schedule V of the SEBI Listing Regulations states the content of Management Discussion and Analysis Report (MDAR) to be included in the Annual Report. However, the Annual Report of the Company includes only a few contents of MDAR.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The composition of the Board of Directors during the period under review was in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has approved the increase in the limits under Section 186 of the Act to ₹ 100,00,00,000 (Rupees One Hundred Crore) by passing special resolution at the Annual General Meeting held on 14th August, 2018.

For **Makarand M. Joshi & Co.**
Practicing Company Secretaries

Sd/-

Kumudini Bhalerao

Partner

FCS No. 6667

CP No. 6690

Place: Mumbai

Date: 29th May, 2019

*This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Mysore Petro Chemicals Limited

ANNEXURE '1'

The Members,

Mysore Petro Chemicals Limited

D. 4, Jyothi Complex,
134/1, Infantry Road,
Bangalore - 560 001

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Makarand M. Joshi & Co.**
Practicing Company Secretaries

Sd/-

Kumudini Bhalerao

Partner

FCS No. 6667

CP No. 6690

Place: Mumbai

Date: 29th May, 2019

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Schedule V of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015)

Company's Philosophy on Code of Governance

Corporate Governance is the application of best management practices, continued compliances of law and adherence to highest ethical standards to achieve the objectives of the Company of enhancing stakeholder's value.

At Mysore Petro Chemical Limited, it has been a constant endeavor to follow the principles of fairness, equity, transparency, accountability in various aspects of its functioning to achieve excellence in Corporate Governance, which leads to enhance the value of all stakeholders. The Company has formulated the Code on prohibition of insider trading to ensure the high ethical and moral standards. The Company conducts its activities in a manner that is fair and transparent and perceived to be such by others and has always complied with the code of Corporate Governance.

Board of Directors

Composition and size of the Board

The composition of the Board of Directors of the Company is a fair mix of executive, non executive and independent directors which is in compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Board consists of six directors comprising of two non-executive directors, three independent directors (including woman director) and an executive director.

The Company has Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee. The roles and functions of these committees are defined in accordance with the regulatory framework.

Board Meetings and Attendance

The Board met six times during the year i.e. on 18th May, 2018, 29th May, 2018, 14th August, 2018, 8th October, 2018, 14th November, 2018 and 13th February, 2019.

The attendance of the Directors at the Board Meetings and the Annual General Meeting, Directorship and Committee membership in other Companies are given below:

Name of the Director	Category	Number of Board Meetings attended	Attendance at the AGM held on 14 th August, 2018	Number of Directorship(s) held in other public companies	Number of Committee positions held in other public companies		No. of shares held
					Chairman	Member	
Shri M M Dhanuka	Managing Director & CEO	5	No	1	0	2	60,900
Shri Nikunj Dhanuka	Non-Executive Director	3	No	1	0	1	0
Shri Anil Kochhar	Non-Executive & Independent	3	Yes	2	2	0	100
Shri Shrikant Somani	Non-Executive & Independent	5	No	0	0	0	100
Shri S N Maheshwari	Non-Executive	4	Yes	2	0	0	700
Smt. Uma Acharya	Non-Executive & Independent	3	No	1	0	2	0
Shri M M Jayakar *	Non-Executive & Independent	5	No	4	2	4	2,725

* Resigned w.e.f. 27th March, 2019.

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Directorships held by the Directors in other listed companies:

Name of Director	Directorship held in	Category of Directorship
Shri M M Dhanuka	I G Petrochemicals Limited	Non-Executive - Chairperson
Shri Nikunj Dhanuka	I G Petrochemicals Limited	Executive Director
Shri Anil Kochhar	Linc Pen and Plastics Ltd	Non-Executive & Independent
Shri Shrikant Somani	–	–
Smt Uma Acharya	Everest Kanto Cylinder Limited	Non-Executive & Independent
Shri S N Maheshwari	–	–

The familiarization programme of the Directors can be accessed at www.mysorepetro.com

Profile

The Company has sold its Maleic Anhydride business in the year 2017. Presently, the Company is engaged in trading business of Orthoxylene (OX), Phthalic Anhydride (PA), Maleic Anhydride (MA), Benzoic Acid (BA) and other petrochemical products.

As the Company is evaluating new markets for business, suitable workforce shall be deployed as and when need arises.

Board expertise

The Board of Directors of the Company have the privilege of Directors with management, finance and tax expertise amongst other pertinent experts to lead and guide the Company.

In the opinion of the Board, all the independent directors have fulfilled the conditions of the SEBI Listing Regulations and that they are independent of the Company's management.

Audit Committee

The composition of the Audit Committee consists majorly of independent directors with diverse experience and Chairman possessing expertise in financial, accounts and taxation. The meetings of the Committee are held at regular intervals. The terms of reference are governed by Regulation 18 of the SEBI Listing Obligations and Section 177 of the Companies Act, 2013. It acts as an additional layer of governance for the Board of Directors in providing its observations and recommendations to the Board to enable it to arrive at informed decisions which relates primarily to overseeing the financial statements and its reporting process, internal audit reports, related parties transactions, reviewing the adequacy and evaluation of internal financial controls, etc.

The Audit Committee members met six times during the year i.e. on 18th May, 2018, 29th May, 2018, 14th August, 2018, 8th October, 2018, 14th November, 2018 and 13th February, 2019.

The composition of the Audit Committee and details of participation of the members at the meetings held during the year are given below:

Name of the Members	Position	Category	Number of Meetings	
			Held	Attended
Shri M M Jayakar*	Chairman	Non-Executive & Independent	6	5
Shri Nikunj Dhanuka	Member	Non-Executive	6	4
Shri Anil Kochhar	Member	Non-Executive & Independent	6	3
Shri Shrikant Somani	Member	Non-Executive & Independent	6	5

* Resigned w.e.f. 27th March, 2019.

The Company Secretary acts as the Secretary of the Committee. The Audit Committee generally invites the Statutory Auditors and other Senior Executives for its meetings.

The Chairman of audit committee was not present at the last annual general meeting held.

NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted, in terms of the provisions of Section 178 of the Act and SEBI Listing Regulation, Nomination and Remuneration Committee. Terms of reference of the committee relates to appointment of directors, key managerial personnel, senior management level employees, recommending to the Board the remuneration and other related benefits of the executive directors and senior management employees, determining the term of the directors, recommending to the Board and the Members the appointment of directors, formulating criteria for evaluation of independent directors, etc.

All members of the Committee are non-executive with majority of them being independent. During the year, one meeting was held on 29th May, 2018 and all the members of the committee were present at the meeting.

The composition of the Nomination and Remuneration Committee are given below:

Name of the Members	Position	Category
Shri M M Jayakar*	Chairman	Non-Executive and Independent Director
Shri Anil Kochar	Member	Non-Executive and Independent Director
Shri S N Maheshwari	Member	Non-Executive
Shri Shrikant Somani	Member	Non-Executive and Independent Director

* Resigned w.e.f. 27th March, 2019.

The Company Secretary acts as the Secretary of the Committee.

Performance evaluation criteria of independent directors

Companies Act, 2013 and SEBI Listing Regulation mandates evaluation of performance of Independent Directors, Non-Independent Directors and Chairperson. Schedule IV of the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the directors being evaluated.

The criteria for the evaluation were designed from the point of discharge of the key responsibilities, attendance at the meetings, directors' contribution, board functioning, etc.

All the Directors carried out the performance evaluation. The Independent Directors evaluated the performance of non-independent directors, the Board as a whole and Chairman. The performance evaluation of independent directors was done by the entire Board members in which the independent directors who were being evaluated did not participate.

Remuneration of Directors

The Remuneration Policy of the Company strives to ensure that the level and composition of the remuneration is reasonable and sufficient to attract, retain and motivate the best talent commensurate with the size of the Company and that it involves a balanced pay reflecting short and long-term performance objectives to the working.

The non-executive directors of the Company are entitled only for the sitting fees for each meeting of the Board/Committees attended by them. During the year, there was no transaction or any other pecuniary relationship with the non-executive directors.

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The details of the sitting fees paid to Non-Executive Directors is given below:-

(₹ in lakhs)

Name	Sitting fees
Shri Nikunj Dhanuka	1.20
Shri Anil Kochar	1.35
Shri M M Jayakar	2.30
Shri S N Maheshwari	1.45
Shri Shrikant Somani	2.15
Smt. Uma Acharya	1.10

Details of remuneration of Managing Director:

(₹ in lakhs)

Name	M M Dhanuka
Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	125.38
Perquisites	0.40
TOTAL	125.78

Stakeholders' Relationship Committee

The Shareholders' Relationship Committee meets as and when required and reviews all matters relating to the resolution of the investors grievances viz. transfer of shares, non-receipt of annual report, non-receipt of dividends, issue of duplicate share certificates, etc.

The investor grievances are being attended by M/s. Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent (RTA) administered under the supervision of the Company Secretary and a periodical report on the same is being presented before the Committee.

Members of the committee met once during the year on 13th February, 2019. The composition of the Stakeholders Relationship Committee and details of complains during the year are given below:

The details of composition and attendance are given below:

Name of the Members	Position	Category	No. of complaints received	No. of complaints resolved	No. of complaints pending
Shri Nikunj Dhanuka	Chairman	Non-Executive Director	3	2	1 [#]
Shri M M Jayakar*	Member	Non-Executive & Independent Director			
Shri S N Maheshwari	Member	Non-Executive Director			

*Resigned w.e.f. 27th March, 2019.

[#] Since been resolved.

The Company Secretary acts as the Secretary of the Committee and is the Compliance Officer of the Company.

General Body Meetings

a. Annual General Meetings

Financial Year	Date	Time	Venue	Special Resolutions
2015-16	23 rd August, 2016	12.30 p.m.	Hotel Woodlands 5, Raja Rammohan Roy Road, Bengaluru – 560 025	Approval of material related party transactions
2016-17	7 th September, 2017	12.30 p.m.		—
2017-18	14 th August, 2018	12.30 p.m.	Hotel Ajantha, Rohini Hall, 22-A, M G Road, Bengaluru - 560 001.	<ol style="list-style-type: none"> Approval for re-appointment of Shri M M Dhanuka as Managing Director and CEO. Approval for increase in the limits under Section 186 of the Act to ₹100,00,00,000

a. During the year, no Special Resolution was passed through postal ballot.

b. No special resolution is proposed to be conducted through postal ballot at this AGM.

Means of Communication

The quarterly financial results and other information (as applicable) are promptly disclosed to the stock exchanges and are generally published in Financial Express and Hosadigantha, Bengaluru. The financial results are uploaded on the website of the Company www.mysorepetro.com.

General Information to Shareholders

Date, Time and Venue of Annual General Meeting	29 th August, 2019 at 12.30 pm at Hotel Ajantha, Rohini Hall, 22-A, M G Road, Bengaluru - 560 001.
Financial year	1 st April to 31 st March
Dividend Payment Date	On or after 6 th September, 2019
Listing on stock exchanges and stock code	BSE Ltd. The listing fees for the year 2018-19 have been paid to the stock exchange.
Scrip Code	506734
Date of Book Closure	23 rd August, 2019 to 24 th August, 2019
Registrars & Share Transfer Agents	M/s. Bigshare Services Pvt. Ltd., 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) - Mumbai – 400 059 Tel: 022-62638200 • Fax: 022-62638299 E-mail: info@bigshareonline.com Website: www.bigshareonline.com
Share Transfer System	By the Registrar & Share Transfer Agents in compliance of the provisions.
Dematerialisation of shares and liquidity	96.92% of the shares are held in dematerialised form as at 31 st March, 2019.
ISIN Code	INE 741A01011

Mysore Petro Chemicals Limited

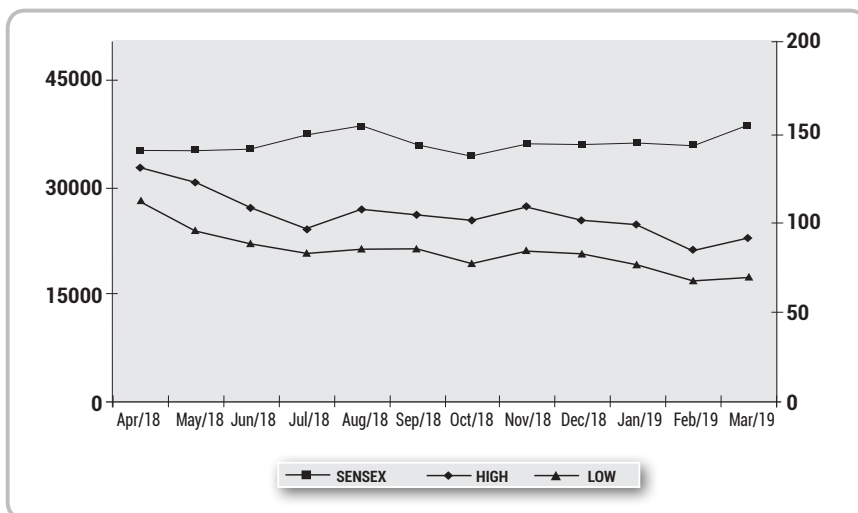
Address for correspondence

401-404, Raheja Centre, 214, Nariman Point
Mumbai - 400 021
Phone : +91-22-30286100
E-mail- mpcl@mysorepetro.com

MARKET PRICE DATA DURING THE YEAR ENDED 31ST MARCH, 2019 (MONTH-WISE)

Month	Bombay Stock Exchange (BSE)	
	High (₹)	Low (₹)
April	130.00	112.95
May	122.90	96.20
June	108.95	89.00
July	97.00	83.55
August	107.95	86.10
September	104.95	85.50
October	102.00	77.50
November	109.95	85.10
December	101.90	83.15
January	99.00	77.00
February	84.95	68.00
March	91.80	70.10

PERFORMANCE OF MPCL SHARE PRICE IN COMPARISON WITH SENSEX (BSE)



Distribution of shareholding as at 31st March, 2019

Shareholding	No. of shareholders	% to total	No. of shares	% to total
1 – 500	5,758	94.38	5,75,211	8.74
501 – 1000	197	3.23	1,55,257	2.36
1001 – 2000	65	1.07	95,489	1.45
2001 – 3000	28	0.46	69,266	1.05
3001 – 4000	11	0.18	40,130	0.61
4001 – 5000	6	0.10	28,652	0.43
5001 – 10000	16	0.26	1,26,624	1.92
10001 and above	20	0.33	5,49,2859	83.43
Total	6,101	100.00	65,83,488	100.00

Other Disclosures

- a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large.
There were no material related party transactions which could have had potential conflict with the interest of the Company at large.
- b. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years.
No penalties or strictures were imposed by the stock exchanges or SEBI or any other statutory authority during the last 3 years.
- c. Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee.
The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and it provides its employees a channel for the reporting of genuine concerns about unethical behaviour, actual or suspected or misconduct without fear of punishment or unfair treatment.
The mechanism provides for adequate safeguards against victimization and direct access to the Chairman of the Audit Committee.
During the year, no employee has been denied access to the Audit Committee.
- d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements.
The Company has been complying with all mandatory legislations including but not restricted to Ind As, Secretarial Standards, Internal Financial Controls, Code of Conduct, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, Corporate Social Responsibility, etc.
- e. Web link where policy for determining 'material' subsidiaries is disclosed
The Company do not have any material subsidiary.
- f. Web link where policy on dealing with related party transactions
The Policy on related party transactions is available at www.mysorepetro.com.
- g. Disclosure of commodity price risks and commodity hedging activities – Nil
- h. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified

Mysore Petro Chemicals Limited

under Regulation 32 (7A) – Not applicable

- i. Certificate from a company secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority
The certificate forms part of this report.
- j. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof – None
- k. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part
- | | |
|---------------------------|----------------|
| Audit fees | - ₹ 2.50 lakhs |
| Reimbursement of expenses | - ₹ 0.11 lakhs |
| Total | - ₹ 2.61 lakhs |
- l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
No complaints pertaining to sexual harassment of women employees were received during the year.
- m. Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed – Nil
- n. The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted – Given above
- o. Disclosure with respect to demat suspense account /unclaimed suspense account – Not applicable
The Company has complied with the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI Listing Regulations.

CERTIFICATE UNDER SCHEDULE V – PART C OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Directors and Members of
Mysore Petro Chemicals Limited

This is to certify that, as on 31st March, 2019, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such Statutory Authority.

For Martinho Ferrao & Associates
Company Secretaries

Martinho Ferrao
Proprietor
FCS No. 6221
CP No. 5676

Mumbai, 13th May, 2019

DECLARATION ON CODE OF CONDUCT

I hereby confirm and declare that all the Directors and Senior Management personnel of the Company as defined in the Code of Conduct of the Company have submitted annual declarations for the year ended 31st March, 2019 confirming their compliance of the same.

M M Dhanuka
Managing Director & CEO

Mumbai, 29th May, 2019

CERTIFICATE ON CORPORATE GOVERNANCE

The Members of
Mysore Petro Chemicals Limited

We have examined the compliance of the conditions of Corporate Governance by **Mysore Petro Chemicals Limited** ('the Company') for the year ended on 31st March, 2019 as stipulated in Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as "said Regulations") and the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 27 of the said Regulations.

We state that as per the records maintained by the Registrars and Share Transfer Agents of the Company and presented to the Stakeholder Relationship Committee, no investor grievances are pending for a period exceeding one month against the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of
Martinho Ferrao & Associates
Company Secretaries

Martinho Ferrao
Proprietor
FCS No. 6221
CP No. 5676

Mumbai, 29th May, 2019

INDEPENDENT AUDITORS' REPORT

To the Members of

MYSORE PETRO CHEMICALS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Mysore Petro Chemicals Limited ("the Company"), which comprise the balance sheet as at 31st March, 2019 and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019 and profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report including Annexures to Director's Report and Report on Corporate Governance, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial

performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Standalone Financial Statements.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".

Mysore Petro Chemicals Limited

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 28 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
3. As required by the Companies (Amendment) Act, 2017, in our opinion and according to information and explanations given to us, the remuneration paid by the Company to its directors is within the limits laid down under Section 197 of the Act and the rules made thereunder.

For **MSKA & Associates**
Chartered Accountants
ICAI Firm Registration No.: 105047W

Anita Somani
Partner
Membership No. 124118

Mumbai
29th May, 2019

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MYSORE PETRO CHEMICALS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019.

Auditor's Responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For **MSKA & Associates**
Chartered Accountants
ICAI Firm Registration No.: 105047W

Anita Somani
Partner
Membership No. 124118

Mumbai
29th May, 2019

Mysore Petro Chemicals Limited

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MYSORE PETRO CHEMICALS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

[Referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets (Property, Plant and Equipment).
- (b) All the fixed assets (Property, Plant and Equipment) have not been physically verified by the management during the year but there is a regular program of verification which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The Company did not have any inventory as at the year ended 31st March, 2019. Accordingly, the provisions stated in paragraph 3(ii) of the Order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships (LLP) or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, the provisions stated in paragraph 3 (iii) (a) to (c) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.
- vi. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs, cess and any other statutory dues applicable to it.
- (b) According to the information and explanation given to us and examination of records of the Company, the outstanding dues of income-tax, goods and service tax, customs duty, cess and any other statutory dues on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Karnataka Special Entry Tax act, 2004	Sales Tax	23.98	2008-09	Karnataka High Court

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to the financial institution, bank or debenture holders.

- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions stated in paragraph 3 (ix) of the Order are not applicable to the Company.
- x. During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi) of the Order are not applicable to the Company.

For **MSKA & Associates**

Chartered Accountants

ICAI Firm Registration No.: 105047W

Anita Somani

Partner

Membership No. 124118

Mumbai
29th May, 2019

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MYSORE PETRO CHEMICALS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019.

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Mysore Petro Chemicals ("the Company") as of 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation

of standalone financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31st March, 2019, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **MSKA & Associates**

Chartered Accountants

ICAI Firm Registration No.: 105047W

Anita Somani

Partner

Membership No. 124118

Mumbai
29th May, 2019

Mysore Petro Chemicals Limited

Standalone Balance Sheet as at 31st March, 2019

₹ in lakhs

Particulars	Notes	As at 31 st March, 2019	As at 31 st March, 2018
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	280.43	510.68
Investment Properties	3	1,349.91	1,372.50
Financial Assets			
Investments	4	3,144.37	1,546.67
Other Financial Assets	5	2,445.28	3,823.44
Other Non-Current Assets	6	58.00	35.65
Total Non-Current Assets		7,277.99	7,288.94
Current Assets			
Financial Assets			
Investments	7	–	203.77
Trade Receivables	8	38.65	–
Cash and Cash Equivalents	9	344.46	58.42
Bank balances other than Cash and Cash Equivalents	10	26.67	17.66
Other Financial Assets	11	1,679.05	1,386.36
Other Current Assets	12	4.04	77.74
Total Current Assets		2,092.87	1,743.95
Total Assets		9,370.86	9,032.89
EQUITY AND LIABILITIES			
Equity			
Share Capital	13	658.76	658.76
Other Equity	14	8,114.87	7,876.34
Equity attributable to owners of the Company		8,773.63	8,535.10
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Other Financial Liabilities	15	82.97	71.02
Provisions	16	7.20	9.91
Deferred Tax Liabilities (Net)	26	25.00	48.98
Total Non-Current Liabilities		115.17	129.91
Current Liabilities			
Financial Liabilities			
Trade Payables	17	–	–
Due to Micro and Small Enterprises		–	–
Due to Others		303.48	134.93
Other Financial Liabilities	18	–	32.08
Provisions	19	130.15	124.49
Other Current Liabilities	20	48.43	76.38
Total Current Liabilities		482.06	367.88
Total Equity and Liabilities		9,370.86	9,032.89
Significant Accounting Policies	1		
Notes on Financial Statements	2-38		

As per our report of even date
For **MSKA & Associates**
Chartered Accountants
Firm's Registration No. 105047W
Anita Somani
Partner
Membership No. 124118
Mumbai
29th May, 2019

For and on behalf of the Board of Directors
Mysore Petro Chemicals Limited

M M Dhanuka
Managing Director
DIN: 00193456

Shrikant Somani
Director
DIN: 00085039

Nilesh Panchal
Chief Financial Officer

Pragati Nathani
Company Secretary

Standalone Statement of Profit and Loss for the year ended 31st March, 2019

₹ in lakhs

Particulars	Notes	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
INCOME			
Revenue from Operations	21	3,257.68	623.00
Other Income	22	875.90	1,033.77
Total Income		4,133.58	1,656.77
EXPENSES			
Purchase of Stock-in-Trade		3,191.29	565.68
Employee Benefits Expense	23	206.58	224.48
Finance cost	24	4.41	6.84
Depreciation Expense	2 & 3	68.00	78.21
Other Expenses	25	196.63	188.89
Total Expenses		3,666.91	1,064.10
Profit before exceptional Items and tax		466.67	592.67
Exceptional Items (Refer note 31)		–	6,459.20
Profit before Tax		466.67	7,051.87
Tax Expense	26		
Current Tax		97.72	1,824.88
Deferred Tax		(23.98)	(127.84)
Total Tax Expense		73.74	1,697.04
Profit after Tax		392.93	5,354.83
OTHER COMPREHENSIVE INCOME			
(i) Items that will not be reclassified to statement of profit and loss		6.01	24.26
Remeasurement of Defined Benefit Plan		–	–
Income tax effect		(1.68)	(7.00)
(ii) Items that will be reclassified to statement of profit and loss		–	–
Total Other Comprehensive Income (Net of Tax)		4.33	17.26
Total Comprehensive Income for the year		397.26	5,372.09
Earning Per share	27		
Face value ₹ 10 per Equity Share (Previous year ₹ 10 each)			
Basic and Diluted			
Before exceptional Items		5.97	9.97
After exceptional Items		5.97	81.34
Significant Accounting Policies	1		
Notes on Financial Statements	2-38		

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Statement of Changes in Equity for the year ended 31st March, 2019

(A) Equity Share Capital

₹ in lakhs

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Equity Share Capital		
Opening Balance	658.76	658.76
Changes in Equity Share Capital	—	—
Closing Balance	658.76	658.76

(B) Other Equity

₹ in lakhs

Particulars	Reserves and Surplus				Total Other Equity
	Securities Premium	General Reserve	Amalgamation Reserve	Retained Earning	
As at 1st April, 2017	398.89	280.01	37.50	1,867.09	2,583.49
Profit for the Year	—	—	—	5,354.83	5,354.83
Other Comprehensive Income (net of tax)	—	—	—	17.26	17.26
Dividend (Including Dividend Distribution Tax)	—	—	—	(79.24)	(79.24)
As at 31st March, 2018	398.89	280.01	37.50	7,159.94	7,876.34
Profit for the Year	—	—	—	392.93	392.93
Other Comprehensive Income (net of tax)	—	—	—	4.33	4.33
Dividend (Including Dividend Distribution Tax)	—	—	—	(158.73)	(158.73)
Balance as at 31st March, 2019	398.89	280.01	37.50	7,398.47	8,114.87

The nature of reserves are as follows:

- (i) **Securities Premium Reserve** : Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the Companies Act, 2013.
- (ii) **General Reserve** : General Reserve is used from time to time to transfer profit from retained earnings for appropriation purposes.
- (iii) **Amalgamation Reserve** : The Company has recognised this reserve on amalgamation of Napro Synthetic Limited as per statutory requirement. This reserve is not available for capitalisation / declaration of dividend and Share buy back.
- (iv) **Retained Earnings** : The amount can be utilised by the Company to distribute as dividend to its equity shareholders.

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Standalone Statement of Cash Flow for the year ended 31st March, 2019

₹ in lakhs

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
A. OPERATING ACTIVITIES		
Profit before tax	466.67	7,051.87
Depreciation Expenses	68.00	78.21
Profit on Sale of Property, Plant and Equipment	(70.16)	(4.30)
Profit on Fair value of Investment	(79.05)	(188.36)
Loss on Fair Value of Investment	75.00	—
Interest Expense	4.41	6.84
Interest Income	(436.98)	(636.93)
Dividend Income	(200.17)	(122.32)
Operating Profit before Working Capital Changes	(172.28)	6,185.01
Working Capital Adjustments:		
Increase / (Decrease) in Trade Payables / Other Current Liabilities	153.51	(273.59)
Decrease / (Increase) in Trade Receivables	(38.65)	—
Decrease / (Increase) in Loans and Advances	(33.54)	(103.18)
Total	81.32	(376.77)
Cash Generated from Operations	(90.97)	5,808.24
Direct Taxes Paid (Net of refunds)	(65.26)	(1,799.12)
Net cash used in operation before exceptional item	(156.23)	4,009.13
Exceptional Items	—	(6,459.20)
Net cash used in operating activities	(156.23)	(2,450.07)
B. INVESTING ACTIVITIES		
Sale of Property, Plant and Equipment	255.00	(36.88)
Proceeds from Sale of an undertaking under slump sale	1,385.67	2,357.10
Sale of Investments	203.77	—
Purchase of Investments	(1,593.65)	(548.35)
Investments in Fixed Deposits and Banks	(9.01)	(1.75)
Interest Received	187.53	637.09
Dividend Received	200.17	122.32
Net Cash Flow from Investing Activities	629.48	2,529.53
C. FINANCING ACTIVITIES		
Dividend Paid on equity shares (Including Dividend Distribution Tax)	(155.13)	(77.34)
Repayment of borrowings	(32.08)	—
Interest Paid	—	(6.84)
Net cash used in financing activities	(187.21)	(84.18)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	286.04	(4.73)
Add: Cash and Cash Equivalents at the beginning of the year	58.42	63.15
Cash and Cash Equivalents at the end of the year	344.46	58.42

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Mysore Petro Chemicals Limited

Note - 1 :

Significant Accounting Policies

a. General Information:

Mysore Petro Chemicals Limited ("the Company") is a public limited Company incorporated in India with its registered office at D/4, Jyothi Complex, 134/1, Infantry Road, Bengaluru-560 001. It is engaged in trading of Maleic Anhydride and other chemicals. The equity shares of the Company is listed on BSE and the scrip code is 506734.

b. Basis of preparation:

The standalone financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in accounting policies stated below. The accounting policies have been applied consistently over all the periods presented in these financial statement.

c. Statement of Compliance:

The standalone financial statements of the Company have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and the Companies (Indian Accounting Standards) (Amendment) Rules, 2017.

The standalone financial statements comply in all material aspects with Ind AS notified under Section 133 of the Companies Act, 2013 (the Act) and Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

d. Use of estimates and judgements:

The preparation of standalone financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities the disclosures of contingent assets and liabilities, at the date of the standalone financial statements and reported amounts of revenues and expenses during the year. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the standalone financial statements in the period in which changes are made and if material their effects are disclosed in the notes to the standalone financial statements.

e. Operating Cycle:

Assets and liabilities other than those relating to long-term contracts are classified as current if it is expected to realize or settle within 12 months after the balance sheet date.

In case of long-term contracts, the time between acquisition of assets for processing and realisation of the entire proceeds under the contracts in cash or cash equivalent exceeds one year. Accordingly, for classification of assets and liabilities related to such contracts as current, duration of each contract is considered as its operating cycle.

f. Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i) In the principal market for the asset or liability or
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- i) Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ii) Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- iii) Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

g. Property, Plant and Equipment:

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

Freehold land is not depreciated. Leasehold land is amortised over the remaining period of lease.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

h. Investment Property:

Investment property comprises of building that are held for long-term rental yields and/or for capital appreciation.

Mysore Petro Chemicals Limited

Investment property are initially recognised at cost. Subsequently investment property is carried at cost less accumulated depreciation and accumulated impairment losses.

Depreciation on building is provided over the useful life as specified in Schedule II of the Companies Act, 2013. The residual values, useful life and depreciation method of investment property are reviewed and adjusted on prospective basis as appropriate, at each balance sheet date. The effects of any revision are included in the statement of profit and loss when the changes arise.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on estimates.

Investment property are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal.

The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of de-recognition.

i. Inventories:

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

j. Cash and Cash Equivalents:

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balance, demand deposits with bank where the original maturity is three months or less and other short term highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

k. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Asset

Initial recognition and measurement

The Company classifies its financial assets in the following measurement categories;

- those to be measured subsequently at fair value (either through OCI or through profit or loss)
- those measured at amortised cost

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- i) Debt instruments at amortised cost
- ii) Debt instruments at fair value through other comprehensive income (FVTOCI)
- iii) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- iv) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment if any, are recognised in the statement of profit or loss.

Debt instruments at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets and
- b) The asset's contractual cash flows represent solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company does not have any debt instruments which meets the criteria for measuring the debt instrument at FVTOCI.

Debt instrument at FVTPL

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'Accounting Mismatch'). The Company has not designated any debt instrument at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit or Loss

Equity investments

All equity investments, except investments in an associate, are measured at FVTPL. The Company may make an irrevocable election on initial recognition to present in OCI any subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis.

Derecognition of Financial Assets

A financial asset (or where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's Standalone Financial Statements) when:

- a) The rights to receive cash flows from the asset have expired or
- b) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset or (b) the Company

Mysore Petro Chemicals Limited

has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of Financial Assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

Financial Liabilities

Initial recognition and measurement

The Company recognizes a financial liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial liabilities are recognized initially at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial liability.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

DE-RECOGNITION

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in the Statement of Profit and Loss.

I. Provisions and Contingent Liabilities:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

m. Revenue Recognition:

The Company recognize revenue when (or as) the Company satisfies the performance obligation by transferring promised goods or services to a customer. For sale of goods, the Company recognizes revenue when it transfers control of goods to the customer. Control is passed on to the customer when goods are dispatched from Company's premises. For sale of services, the Company recognizes revenue as or when the performance obligation in relation the service is satisfied by the Company based on terms of the agreement with customers. Revenue is reported net of taxes and duties as applicable.

Interest Income is recognized on a basis of effective interest method as set out in Ind AS 109, Financial Instruments and where no significant uncertainty as to measurability or collectability exists.

Dividend income on investments is recognised when the right to receive dividend is established.

n. Employee Benefits:

Retirement benefits in the form of Provident Fund, in case of certain employees, are a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective trusts.

Gratuity liability and Provident Fund, in case of other employees not covered under define contribution scheme, are defined benefit obligations. Gratuity liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Provident fund contribution to the Trust is charged to Profit and Loss account of the year when the contribution to the fund is due. Any deficit in the fund is provided for and funded.

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.

Actuarial gains/losses are immediately taken to other comprehensive income and are not deferred.

o. Impairment of non-financial assets :

Non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest Company of assets to which it belongs for which there are separately identifiable cash flows its cash generating units ('CGUs').

p. Income Taxes:

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to an item which is recognised directly in equity or in other comprehensive income.

Mysore Petro Chemicals Limited

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date and any adjustment to taxes in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

q. **Foreign Currencies:**

The standalone financial statements are presented in INR, the functional currency of the Company. Items included in the standalone financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency').

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions and from translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the Statement of Profit and Loss.

r. **Earnings Per Share:**

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events such as bonus shares other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

s. **Leases :**

Leases in which a substantial portion of the risks and reward of ownership are retained by the lessor are classified as operating leases. Payment and receipts under such leases are recognized to the statement of profit and loss on a straight line basis over the term of the lease unless the lease payment to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, in which case the same are recognized as an expenses in line with contractual term.

Leases are classified as financial leases whenever the terms of the lease transfer substantially all the risks and reward incidental to ownership to the lessee.

t. **Recent Indian Accounting Standards (Ind AS)**

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, 2019 has notified the following new

amendments to Ind AS which the Company has not applied as they are effective from 1st April, 2019.

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single on balance sheet lessee accounting model for lessees. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company will adopt Ind AS 116 effective annual reporting period beginning 1st April, 2019. The Company is in the process of finalising changes to systems and processes to meet the accounting and the reporting requirements of the standard in conjunction with review of lease agreements. The Company will recognise with effect from 1st April, 2019 new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to:

- (a) Amortization charge for the right-to-use asset and
- (b) Interest accrued on lease liability

Previously, the Company recognized operating lease expense on a straightline basis over the term of the lease and recognized assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognized.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following:

- (1) the entity has to use judgement to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty;
- (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount;
- (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability.

The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

Mysore Petro Chemicals Limited

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Company does not currently have any long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company will apply the pronouncement if and when it obtains control/ joint control of a business that is a joint operations.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 2 : Property, Plant and Equipment

₹ in lakhs

Particulars	Freehold Land	Leasehold Land	Roads and Drains	Buildings	Plant and Equipments	Railway Siding	Furniture and Office Equipment	Vehicles	Total
Gross Carrying Amount									
As at 1 st April, 2017	14.77	36.05	48.25	386.79	10,611.72	5.13	200.15	259.87	11,562.73
Additions	-	-	-	-	-	-	-	-	-
Adjustment on Account of Slump Sale (Refer note 31)	-	(36.05)	(27.49)	(214.55)	(8,656.05)	-	(7.57)	(114.53)	(9,056.24)
As at 31 st March, 2018	14.77	-	20.76	172.24	1,955.67	5.13	192.58	145.34	2,506.49
Additions	-	-	-	-	-	-	-	-	-
Disposal	-	-	-	-	(1,955.67)	-	-	-	(1,955.67)
As at 31 st March, 2019	14.77	-	20.76	172.24	-	5.13	192.58	145.34	550.82
Accumulated Depreciation									
As at 1 st April, 2017	-	7.57	42.00	216.42	9,264.07	5.13	44.96	127.62	9,707.77
Depreciation for the year	-	-	-	2.71	14.63	-	15.26	23.01	55.61
Adjustment on Account of Slump Sale (Refer Note 31)	-	(7.57)	(21.24)	(123.11)	(7,512.32)	-	(6.55)	(96.78)	(7,767.57)
As at 31 st March, 2018	-	-	20.76	96.02	1,766.38	5.13	53.67	53.85	1,995.81
Depreciation for the year	-	-	-	2.69	4.45	-	15.26	23.01	45.41
Disposal	-	-	-	-	(1,770.83)	-	-	-	(1,770.83)
As at 31 st March, 2019	-	-	20.76	98.71	-	5.13	68.93	76.86	270.39
Net Carrying Amount									
As at 31 st March, 2018	14.77	-	-	76.22	189.29	-	138.91	91.49	510.68
As at 31 st March, 2019	14.77	-	-	73.53	-	-	123.65	68.48	280.43

Note:

Carrying value of vehicles hypothecated with banks against vehicle loan is Nil (Previous year ₹ 61.33 lakhs)

Mysore Petro Chemicals Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 3 : Investment Properties

₹ in lakhs

Particulars	
Gross Carrying Amount	
Cost as at 1 st April, 2017	1,427.34
Additions	-
Disposals	-
As at 31st March, 2018	1,427.34
Additions	-
Disposals	-
As at 31st March, 2019	1,427.34
Depreciation and Impairment	
As at 1 st April, 2017	32.24
Depreciation charge for the year	22.60
Disposals	-
As at 31st March, 2018	54.84
Depreciation charge for the year	22.59
Disposals	-
As at 31st March, 2019	77.43
Net Carrying Amount	
As at 31 st March, 2018	1,372.50
As at 31st March, 2019	1,349.91

Note:

The fair value of investment properties is ₹ 1,930 lakhs (Previous year - ₹ 1,930 lakhs)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 4 : Non Current Investments

₹ in lakhs

Particulars	Numbers	As at 31 st March, 2019	As at 31 st March, 2018	
			Numbers	As at
(A) Unquoted				
i. In Equity Instrument [At Cost] [Refer Note (i) below]				
Equitylevers World Private Limited (Fully paid-up of ₹ 10 each)	6,173	150.00	6,173	150.00
Blue Lotus International Limited (Fully Paid up of GBP 1 each)	5	188.36	–	–
ii. In Equity Instrument [At Fair Value]				
The Saraswat Co. Op. Bank Limited (Fully paid-up of ₹ 10 each)	2,500	0.25	2,500	0.25
iii. In Debentures (At Amortised Cost)				
The Lakshmi Vilas Bank Limited (Fully paid-up) [₹ 10,00,000 each]	2	20.00	2	20.00
iv. In Debentures [At fair Value]				
IIFL Wealth Finance Limited [₹ 1,00,000 each]	500	517.49	–	–
v. In Alternate Investment Fund-(Fully Paid up) [at Fair Value]				
Edelweiss Infrastructure Yield Plus (₹ 1,000 each)	20,000	200.00	5,000	50.00
Edelweiss Infrastructure - EISAF II Onshore Fund (₹ 10,000 each)	1,275	134.07	–	–
TVS Shriram Growth fund (₹ 1,000 each)	5,000	50.00	–	–
vi. In Preference Shares [At fair value]				
7.50% Tata Capital Limited (Fully Paid up of ₹ 1,000 each)	49,500	524.73	49,500	499.50
10% Tata Motors Finance Limited (Fully Paid up of ₹ 100 each)	250,000	532.55	–	–
vii. In Warrants				
Religare Enterprises Limited (Face value of ₹ 10 each)	573,611	75.00	–	–
Less: Change in Fair Value of Investment	–	(75.00)	–	–
(B) Quoted (Associate entity)				
i. In Equity Instrument (Fully Paid - up of ₹ 10 each) - [At Cost]				
I G Petrochemicals Limited	4,075,000	826.92	4,075,000	826.92
Total		3,144.37		1,546.67
Aggregate amount of quoted Investments		826.92		826.92
Aggregate amount of market value of quoted Investment		12,176.10		26,149.28
Aggregate amount of unquoted Investments		2,317.45		719.75
Aggregate amount of impairment in the value of Investments		(75.00)		-

Note (i): Considering the fact that both these companies are in early stage of expanding its operations, management believes it would be difficult to reliably measure the fair value and therefore carried these investments at cost.

Mysore Petro Chemicals Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 5 : Other Non-Current Financial Assets

₹ in lakhs

Particulars	As at	As at
	31 st March, 2019	31 st March, 2018
Receivable from Related Party (Refer Note 29)	2,369.00	3,750.00
Deposits	72.64	72.64
Loans to Employees	3.64	0.80
Total	2,445.28	3,823.44

Note - 6 : Other Non-Current Assets

Income Tax (Net of Provision for Tax)	58.00	35.65
Total	58.00	35.65

Note - 7 : Current Investment

Investment Measured at Fair Value through Profit and Loss		
Kamrup Enterprises Limited (No. of Shares 1,08,571)	–	78.17
Biharji Construction (I) Limited (No of Shares 3,80,600)	–	125.60
Total	–	203.77

Note - 8 : Trade Receivables

Unsecured, Considered Good	38.65	–
Total	38.65	–

Note - 9 : Cash and Cash Equivalents

Cash on hand	0.94	0.29
Balance with Banks	343.52	31.13
Deposit with Original Maturity of less than 3 Months	–	27.00
Total	344.46	58.42

Note - 10 : Bank Balances other than Cash and Cash Equivalents

Fixed deposits held as Margin Money	12.27	6.86
Fixed deposits	0.68	0.68
Unclaimed Dividend Account	13.72	10.12
Total	26.67	17.66

Note - 11 : Other Current Financial Assets

(Unsecured, Considered Good)

Receivable from Related Party (Refer Note 29)	1,599.38	1,350.00
Loans to Employees	3.75	1.20
Deposit - others	30.57	30.57
Others	45.35	4.59
Total	1,679.05	1,386.36

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 12 : Other Current Assets

(Unsecured, Considered Good)

₹ in lakhs

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Advances to Suppliers	1.82	68.03
Prepaid Expenses	2.22	9.71
Total	4.04	77.74

Note - 13 : Share Capital

(A) Authorised		
5,00,000 (Previous year - 5,00,000)	500.00	500.00
Redeemable Cumulative preference shares of ₹ 100 each		
1,00,00,000 (Previous year - 1,00,00,000) Equity shares of ₹ 10 each	1,000.00	1,000.00
Total	1,500.00	1,500.00
(B) Issued		
65,90,938 (Previous year - 65,90,938) Equity Shares of ₹ 10 each	659.09	659.09
(C) Subscribed and Paid up		
65,83,488 (Previous year- 65,83,488) Equity Shares of ₹ 10 each	658.35	658.35
Add : Amount paid up on 7,450 (Previous year- 7,450) Shares forfeited	0.41	0.41
Total	658.76	658.76
(D) Reconciliation of shares outstanding at the year end		
Equity shares at the beginning of the year	6,583,488	6,583,488
Add: Shares issued during the year	—	—
Equity shares at the end of the year	6,583,488	6,583,488

(E) Terms/rights attached to equity shares

The Company has only one class of equity shares referred to as equity shares having a par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share. The Company pays the dividend in Indian Rupees. The final dividend is subject to the approval of the shareholders in the ensuing annual general meeting.

(F) The details of shareholders holding more than 5% shares in the Company.

Name of the Shareholder	As at 31 st March, 2019		As at 31 st March, 2018	
	Numbers	% Held	Numbers	% Held
Gembel Trade Enterprises Limited	778,325	11.82%	778,325	11.82%
Savita Investment Company Limited	1,309,503	19.89%	1,509,503	22.93%
Shekhavati Investment Corporation Limited	656,094	9.97%	656,094	9.97%
Vincent (India) Limited	846,365	12.86%	646,365	9.82%
Kamrup Enterprises Limited	801,499	12.17%	801,499	12.17%

(G) The Company has not issued any Shares for considerations other than cash for the current year and for previous five years.

Mysore Petro Chemicals Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 14 : Other Equity

₹ in lakhs

Particulars	As at	As at
	31 st March, 2019	31 st March, 2018
(i) Securities Premium Reserve	398.89	398.89
(ii) General Reserve	280.01	280.01
(iii) Amalgamation Reserve	37.50	37.50
(iv) Retained earnings		
Balance at the beginning of the year	7,142.68	1,867.09
Add : Profit for the year	392.93	5,354.83
Less: Appropriations		
Equity dividend	131.66	65.84
Tax on dividend	27.07	13.40
	7,376.88	7,142.68
(v) Other Comprehensive Income (OCI)		
Balance at the beginning of the year	17.26	—
Add : Movement during the year	4.33	17.26
	21.59	17.26
Total	8,114.87	7,876.34

Note - 15 : Other Non-Current Financial Liabilities

Deposits from Related Party (Refer Note 29)	69.02	69.02
Deposits - Others	13.95	2.00
Total	82.97	71.02

Note - 16 : Non-Current Provisions

Provision for Leave Obligation	1.94	1.87
Provision for Gratuity	5.26	8.04
Total	7.20	9.91

Note - 17 : Trade Payables

Dues of Micro and Small Enterprises	—	—
Dues to Others	303.48	134.93
Total	303.48	134.93

Dues to parties covered under the Micro, Small and Medium Enterprises as per MSMED Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

Note - 18 : Other Current Financial Liabilities

Current Maturities of Loan against Cars	—	32.08
Total	—	32.08

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 19 : Short Term Provisions

₹ in lakhs

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Provision for Leave Obligation	48.30	32.08
Provision for Gratuity	81.85	92.41
Total	130.15	124.49

Note - 20 : Other Current Liabilities

Advance from Customers	0.54	61.73
Investor Education and Protection Fund for unclaimed dividend	13.72	10.12
Balance due to government authorities	34.15	4.50
Other Liabilities	0.02	0.03
Total	48.43	76.38

Note - 21 : Revenue from Operation (Gross)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Sale of Products		
Traded Goods	3,257.68	623.00
Total	3,257.68	623.00

Note - 22 : Other Income

Interest Income on		
Bank Deposits	1.91	3.72
Others	435.07	633.21
Dividend Income	200.17	122.32
Profit on Fair value of Investment	79.05	188.36
Profit on Sale of Property, Plant and Equipment	70.16	4.30
Rent Received	82.00	81.86
Miscellaneous Income	7.54	—
Total	875.90	1,033.77

Note - 23 : Employee Benefits Expense

Salaries, Wages and Bonus	185.11	151.34
Contribution to Provident and Other Funds	13.04	11.72
Gratuity expenses	7.44	55.96
Staff welfare expenses	0.99	5.46
Total	206.58	224.48

Mysore Petro Chemicals Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 24 : Finance Cost

₹ in lakhs

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Interest Expense on		
Others	4.06	5.80
Bank Charges	0.35	1.04
Total	4.41	6.84

Note - 25 : Other Expenses

Repairs and Maintenance - Others	0.04	0.20
Insurance Premium	3.51	2.91
Selling Expenses	0.36	2.60
Rent Paid	0.06	0.06
Rates and Taxes	3.96	39.10
Travelling and Conveyance	16.01	44.37
Communication cost	1.81	2.35
Legal and Professional fees	27.29	30.34
Entertainment Expenses	0.36	13.73
Service Charges	20.40	12.84
Foreign Exchange Difference	–	3.85
Corporate Social Responsibility Expenses	12.52	–
Directors Sitting Fees	9.55	9.20
Payment to Auditors (Refer Note (i) below)	2.61	2.50
Loss on Fair Value of Investment	75.00	–
Miscellaneous Expenses	23.15	24.84
Total	196.63	188.89

Note (i):

Payments to Auditors

Audit Fees	2.50	2.50
Reimbursement of Expenses	0.11	–
Total	2.61	2.50

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 26 : Tax Expense

₹ in lakhs

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
A The major components of income tax expense are as follows		
(i) Income tax recognised in statement of profit and loss		
Current Income Tax Expense		
Current Income Tax	97.72	1,824.88
Total	97.72	1,824.88
Deferred Tax Benefit:		
Origination and reversal of temporary differences	(23.98)	(127.84)
Total	(23.98)	(127.84)
Income tax expense reported in the Statement of Profit & Loss	73.74	1,697.04
(ii) Income Tax (expense)/benefit recognised in OCI section		
Deferred Tax benefit on remeasurements of defined benefit plans	(1.68)	(7.00)
Income tax charged to OCI	(1.68)	(7.00)

B Reconciliation of tax expenses / (benefits) and the accounting profit multiplied by India's tax rates

Accounting Profit before tax	466.67	7,051.87
Income tax expenses calculated at corporate tax rate	129.83	2,033.76
Tax effect of adjustment to reconcile expected income tax expense to reported		
Effect of		
Exempt Income	(55.69)	(35.28)
Items not deductible for tax	3.48	—
Income taxed at different rate	(11.70)	(102.17)
Change in tax rate and Law	7.82	(199.27)
Total	73.74	1,697.04

C The major components of Deferred Tax Liabilities / (Assets) on account of temporary differences are as follows

Deferred tax relates to the following

₹ in lakhs

Particulars	Balance Sheet	
	As at 31 st March, 2019	As at 31 st March, 2018
Accelerated Depreciation for Tax Purpose	61.77	62.97
Employees Separation and Retirement Expense	(38.22)	(38.76)
Others	1.45	24.77
Net Deferred Tax Liabilities	25.00	48.98

Mysore Petro Chemicals Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 26 : Tax Expense (Contd.)

₹ in lakhs

Particulars	Profit and Loss	
	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Depreciation	(1.20)	(152.99)
Employees Separation and Retirement Expense	0.54	0.38
Investment	(23.32)	24.77
Deferred tax benefit	(23.98)	(127.84)

Note - 27 : Basic and Diluted Earnings Per Share (EPS)

Weighted average No. of Shares for calculating Basic and Diluted EPS	6,583,488	6,583,488
Profit after tax before exceptional items (net of tax) [₹ in lakhs]	392.93	656.28
Basic and Diluted - in ₹	5.97	9.97
Profit after tax after exceptional items (net of tax) [₹ in lakhs]	392.93	5,354.83
Basic and Diluted - in ₹	5.97	81.34

Note - 28 : Contingent Liabilities

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(A) Claims against the Company not acknowledged as debt		
i) Disputed taxation matter	23.98	23.98
ii) Demand from Karnataka Industrial Area Development Board towards Interest on maintenance charges of Land at Raichur.	—	24.22

(B) The workmen's union have raised certain demands and the matter have been referred to Industrial Tribunal, Hubballi, Karnataka by the Labour Department, Government of Karnataka and the matter is pending. As the matter is subjudiced no provision have been made. Future cash out flow of the same are determinable on receipt of judgement / decision.

Note - 29 : Related Party Disclosure

(A) List of related parties (as identified by management)

(i) Associate

I G Petrochemicals Limited

(ii) Key Management Personnel

Shri. M. M. Dhanuka - Managing Director & CEO

Shri. Nikunj Dhanuka - Director

Shri. Nilesh Panchal - Chief Financial Officer

Smt. Pragathi Nathani - Company Secretary

(iii) Entity control by the close members of the Key Management Personnel's family

Blue Lotus International Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(B) Transaction during the year ended and balances outstanding with related parties are as follows:

(i) Outstanding balances with related parties: ₹ in lakhs

Particulars	Relationship	As at 31 st March, 2019	As at 31 st March, 2018
Other Financial Liabilities (Current+Non current)	As referred in (A) (i) above	69.02	69.02
Other Financial Assets (Current+Non current)	As referred in (A) (ii) above	7.39	2.00
Other Financial Assets (Current+Non current)	As referred in (A) (i) above	3,968.38	5,100.00

(ii) Transaction with related parties:

Nature of transaction	Relationship	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Purchase (including Taxes)	As referred in (A) (i) above	559.68	203.00
Sales Traded Goods (Including Taxes)	As referred in (A) (i) above	–	111.47
Slump Sale of MA Unit	As referred in (A) (i) above	–	7,448.00
Interest Income	As referred in (A) (i) above	426.70	629.85
Rent Income (Including Taxes)	As referred in (A) (i) above	88.85	88.29
Remuneration	As referred in (A) (ii) above	149.60	143.34
Investment in shares	As referred in (A) (iii) above	188.36	–

Note - 30 : Defined benefit obligation

I Gratuity ₹ in lakhs

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(A) Changes in the present value of the defined benefit obligation are as follows		
Opening defined benefit obligation	100.45	310.13
Interest cost defined benefit obligation	4.38	21.81
Current service cost	3.06	13.17
Benefits paid	14.77	26.78
Actuarial (gains) / losses on obligation	(6.01)	(44.85)
Acquisition/Business Combination/Divestiture	–	(214.61)
Past service cost	–	41.58
Closing defined benefit obligation	87.11	100.45
(B) Changes in the fair value of plan assets are as follows		
Opening fair value of plan assets	–	277.38
Expected return	–	7.86%
Interest income plan assets	–	20.60
Contributions by employer	–	–
Benefits paid	–	–
Actuarial gains / (losses)	–	(20.60)
Acquisition/Business Combination/Divestiture	–	(277.38)
Closing fair value of plan assets	–	–

Mysore Petro Chemicals Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 30 : Defined benefit obligation (Contd.)

₹ in lakhs

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(C) Maturity Profile of defined benefit obligation		
Within next 12 months (next annual reporting period)	84.84	95.97
Between 2 and 5 years	1.68	5.78
Between 6 and 10 years	4.52	1.65
(D) Quantitative sensitivity analysis for significant assumption is as below		
Increase / decrease on present value of defined benefits obligation at		
One percentage point increase in discount rate	(3.23)	(3.73)
One percentage point decrease in discount rate	3.95	4.56
One percentage point increase in rate of salary	2.88	3.32
One percentage point decrease in rate of salary	(2.62)	(3.02)
(E) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below	%	%
Discount rate	7.43	7.86
Expected rate of return on assets	7.43	7.86
Employee turnover	5.00	5.00
Salary Escalation	4.00	4.00
Mortality	IALM (2012-14) Ultimate	IALM (2006-08) Ultimate

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(II) Provident Fund

In accordance with the Employee's Provident Fund and Miscellaneous Provision Act, 1952, eligible employees of the Company are entitled to receive benefit in respect of Provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of eligible employees salary. The contribution, as specified under the law, are made to the provident fund administered and managed by Government of India (GOI) and Mysore Petro Chemicals Limited Officers Provident Fund Trust (MPCL OPF Trust) as applicable. The Company has no further obligation under the fund managed by the GOI and MPCL OPF Trust beyond its monthly contribution which are charged to the Statement of Profit and Loss in the period they are incurred except shortfall if any based on the government specified minimum rate of return in the case of MPCL OPF Trust. The benefit are paid to employees on their retirement or resignation from the Company.

Note - 31 : Note on Slump Sale

The Company has sold the Maleic Anhydride Unit situated at T-1, MIDC Industrial Area, Talaja, Dist. Raigad, Maharashtra – 410 208 to I G Petrochemicals Limited as a going concern on slump sale basis effective from 1st April, 2017 for consideration of ₹ 74.48 Crores (Rupees Seventy Four Crores Forty Eight Lakhs Only) as per valuation by Haribhakti & Co. LLP & also approved by shareholders of the Company. Previous year the Profit on sale of the unit amounting to ₹ 6,459.20 lakhs is shown under Exceptional item.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**Note - 32 : Category wise classification of Financial Instruments**

₹ in lakhs

Particulars	Cost	Amortised Cost	Fair value through Profit and Loss Value
As at 31st March, 2019			
Financial Assets			
Trade Receivable	—	38.65	—
Investment	1,165.28	20.00	1,959.09
Cash and Cash Equivalents	—	344.46	—
Bank balances other than Cash and Cash Equivalents	—	26.67	—
Other financial assets	—	4,124.33	—
Total	1,165.28	4,554.10	1,959.09
Financial Liabilities			
Trade Payable	—	303.48	—
Other financial Liabilities	—	82.97	—
Total	—	386.45	—
As at 31st March, 2018			
Financial Assets			
Trade Receivable	—	—	—
Investment	976.92	20.00	753.52
Cash and cash equivalents including other bank balance	—	76.08	—
Other financial assets	—	5,209.80	—
Total	976.92	5,305.88	753.52
Financial Liabilities			
Trade Payable	—	134.93	—
Other financial Liabilities	—	103.10	—
Total	—	238.03	—

Note - 33 : Financial Risk Management Policies and objectives

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Board.

Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables, payables, loans and borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures & borrowings.

Mysore Petro Chemicals Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Interest rate risk

The Company's exposure to interest rate risk is minimal as the Company does not have any significant interest earning asset or interest bearing liability. As such, the Company is not exposed to significant interest rate risk as at the reporting date.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company maintains sufficient cash and cash equivalents to manage its liquidity risk.

Credit Risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in a financial loss to the Company. To manage this, the Company periodically assess the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and agreeing of accounts receivable. Individual risk limit are set accordingly.

Financial assets are provided for when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categories a loan or receivable for provision as per provisioning policy of the Company. Where loans or receivables have been provided, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in the Statement of Profit and Loss.

Foreign Currency Risk

Company is not exposed to foreign currency risk.

Note - 34 : Pursuant to Ind AS -17 'Leases', The Following Information is Disclosed

- The Company has given asset on operating lease. The lease rental are receivable by the Company on monthly basis.
- Future minimum lease rentals receivable under non cancellable lease agreements are as under:

₹ in lakhs

Particulars	As at	As at
	31 st March, 2019	31 st March, 2018
a) Not later than One Year	75.30	78.22
b) Later than One Year and not latter than Five years	150.60	225.90
c) Later than Five Years	—	—
Total	225.90	304.12

Note - 35 :

The operations of Phthalic Anhydride Plant at Raichur, Karnataka was closed during 3rd week of April 2013. The Board of Directors of the Company in their meeting held on 4th June 2013 had decided to close the unit permanently due to Economic unviability and the unit was closed since 16th July 2013.

Note - 36 : Segment Information

For management purposes, the Company is into one reportable segment i.e. trading activity.

The Managing Director is the Chief operating Decision Maker of the Company who monitors the operating results of its Company for the purpose of making decision about resource allocation and performance assessment. Company's performance as single segment is evaluated and measured consistently with profit or loss in the standalone financial statements.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**Note - 37 :**

Ind AS 18-'Revenue' has been replaced by Ind AS 115 - 'Revenue from contract with customers'. Ind AS 115 is mandatory for reporting period beginning on or after 1st April, 2018. Company has opted to adopt Ind AS 115 using modified retrospective method. The application of Ind AS 115 does not have any impact on the retained earnings as on 1st April, 2018, being the initial date of application of Ind AS 115. Further, the application of Ind AS 115 also does not have any impact on revenue, cost and profit after tax for the year ended 31st March, 2019.

Note - 38 : Proposed Dividend

The Board of directors at its meeting held on 29th May, 2019 have recommended a final dividend ₹ 2.00 (Rupees two only) per equity share of face value of ₹ 10/- each for the financial year ended 31st March, 2019. This amount to ₹ 158.74 including dividend distribution tax of ₹ 27.07. The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

As per our report of even date
For **MSKA & Associates**
Chartered Accountants
Firm's Registration No. 105047W
Anita Somani
Partner
Membership No. 124118

Mumbai
29th May, 2019

For and on behalf of the Board of Directors
Mysore Petro Chemicals Limited

M M Dhanuka
Managing Director
DIN: 00193456

Shrikant Somani
Director
DIN: 00085039

Nilesh Panchal
Chief Financial Officer

Pragati Nathani
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of
Mysore Petro Chemicals Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Mysore Petro Chemicals Limited (hereinafter referred to as the "Company") and its associate, which comprise the consolidated balance sheet as at 31st March, 2019, the consolidated statement of profit and loss, the consolidated statement of changes in equity and the consolidated cash flows statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on consideration of report of other auditor on separate financial statements and on the other financial information of its associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at 31st March, 2019, of consolidated profit, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its associate in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report including Annexures to Director's Report and Report on Corporate Governance, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company including its associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The Board of Directors of the Company and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the Board of Directors of the Company and of its associate are responsible for assessing the ability of the Company and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The Board of Directors of the Company and of its associate are responsible for overseeing the financial reporting process of the Company and of its associate.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing ("SAs") will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Consolidated Financial Statements.

Other Matters

We did not audit financial information of the associate, as considered in the consolidated financial statements. The consolidated financial statements include the Company's share of net profit of ₹ 1,383 Lakhs for the year ended 31st March, 2019, as considered in the consolidated financial statements, in respect of an associate, whose financial information has not been audited by us. The financial information of this associate has been audited by the other auditor whose report has been furnished to us by the management, and our opinion on this consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate and our report in terms of sub-section (3) of Section 143 of the Act, insofar as it relates to the aforesaid associate is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements and our report on other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

Mysore Petro Chemicals Limited

- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors of the Company as on 31st March, 2019 taken on record by the Board of Directors of the Company and the report of the statutory auditor of its associate incorporated in India, none of the directors of the Company and its associate incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Company – Refer Note 28 to the consolidated financial statements.
 - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Amendment) Act, 2017, in our opinion and according to information and explanations given to us, the remuneration paid by the Company and its associate to its directors is within the limits laid down under Section 197 of the Act and the rules made thereunder.

For MSKA & Associates

Chartered Accountants
ICAI Firm Registration No.: 105047W

Anita Somani

Partner
Membership No.: 124118

Place: Mumbai
Date: 29th May, 2019

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MYSORE PETRO CHEMICALS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019.**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information or business activities of the Company and its associate to express an opinion on the consolidated financial statements. Other auditor remain responsible for the direction, supervision and performance of the audit carried out by them for the associate included in the consolidated financial statements.

We communicate with those charged with governance of the Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For MSKA & Associates

Chartered Accountants
ICAI Firm Registration No.: 105047W

Anita Somani

Partner
Membership No.: 124118

Place: Mumbai
Date: 29th May, 2019

Mysore Petro Chemicals Limited

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MYSORE PETRO CHEMICALS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Mysore Petro Chemicals Limited on the Consolidated Financial Statements for the year ended 31st March, 2019]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2019, we have audited the internal financial controls with reference to consolidated financial statements of Mysore Petro Chemicals Limited (hereinafter referred to as "the Company") and its associate, which is the company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its associate, which is the company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Company and its associate, which is the company incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Company and its associate, which is the company incorporated in India.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its associate, which is companies incorporated in India have in all material respects, an internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company and its associate considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to an associate, which is the company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

For MSKA & Associates

Chartered Accountants
ICAI Firm Registration No.: 105047W

Anita Somani

Partner
Membership No.: 124118

Place: Mumbai
Date: 29th May, 2019

Mysore Petro Chemicals Limited

Consolidated Balance Sheet as at 31st March, 2019

₹ in lakhs

Particulars	Notes	As at 31 st March, 2019	As at 31 st March, 2018
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	280.43	510.68
Investment Properties	3	1,349.91	1,372.50
Financial Assets			
Investments	4	2,317.45	719.75
Other Financial Assets	5	2,445.28	3,823.44
Investment accounted using equity method		8,401.00	7,018.00
Other Non-Current Assets	6	58.00	35.65
Total Non-Current Assets		14,852.07	13,480.02
Current Assets			
Financial Assets			
Investments	7	—	203.77
Trade Receivables	8	38.65	-
Cash and Cash Equivalents	9	344.46	58.42
Bank balances other than Cash and Cash Equivalents	10	26.67	17.66
Other Financial Assets	11	1,679.05	1,386.36
Other Current Assets	12	4.04	77.74
Total Current Assets		2,092.87	1,743.95
Total Assets		16,944.94	15,223.97
EQUITY AND LIABILITIES			
Equity			
Share Capital	13	658.76	658.76
Other Equity	14	15,688.95	14,067.42
Equity attributable to owners of the Company		16,347.71	14,726.18
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Other Financial Liabilities	15	82.97	71.02
Provisions	16	7.20	9.91
Deferred Tax Liabilities (Net)	26	25.00	48.98
Total Non-Current Liabilities		115.17	129.91
Current Liabilities			
Financial Liabilities			
Trade Payables	17	—	—
Due to Micro and Small Enterprises		—	—
Due to Others		303.48	134.93
Other Financial Liabilities	18	—	32.08
Provisions	19	130.15	124.49
Other Current Liabilities	20	48.43	76.38
Total Current Liabilities		482.06	367.88
Total Equity and Liabilities		16,944.94	15,223.97
Significant Accounting Policies	1		
Notes on Financial Statements	2-39		

As per our report of even date
For **MSKA & Associates**
Chartered Accountants
Firm's Registration No. 105047W
Anita Somani
Partner
Membership No. 124118
Mumbai
29th May, 2019

For and on behalf of the Board of Directors
Mysore Petro Chemicals Limited

M M Dhanuka
Managing Director
DIN: 00193456

Shrikant Somani
Director
DIN: 00085039

Nilesh Panchal
Chief Financial Officer

Pragati Nathani
Company Secretary

Consolidated Statement of Profit and Loss for the year ended 31st March, 2019

₹ in lakhs

Particulars	Notes	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
INCOME			
Revenue from Operations	21	3,257.68	623.00
Other Income	22	875.90	1,033.77
Total Income		4,133.58	1,656.77
EXPENSES			
Purchase of Stock-in-Trade		3,191.29	565.68
Employee Benefits Expense	23	206.58	224.48
Finance cost	24	4.41	6.84
Depreciation Expense	2 & 3	68.00	78.21
Other Expenses	25	196.63	188.89
Total Expenses		3,666.91	1,064.10
Profit before share profit of Associate and exceptional Items & tax		466.67	592.67
Share of Profit of Associate		1,383.00	1,810.00
Profit before tax and exceptional items		1,849.67	2,402.67
Exceptional Items (Refer note 31)		-	6,459.20
Profit before tax		1,849.67	8,861.87
Tax Expense	26		
Current Tax		97.72	1,824.88
Deferred Tax		(23.98)	(127.84)
Total Tax Expense		73.74	1,697.04
Profit after Tax		1,775.93	7,164.83
OTHER COMPREHENSIVE INCOME			
(i) Items that will not be reclassified to statement of profit and loss		6.01	24.26
Remeasurement of Defined Benefit Plan		-	-
Income tax effect		(1.68)	(7.00)
(ii) Items that will be reclassified to statement of profit and loss		-	-
Total Other Comprehensive Income (Net of Tax)		4.33	17.26
Total Comprehensive Income for the year		1,780.26	7,182.09
Earning Per share	27		
Face value ₹ 10 per Equity Share (Previous year ₹ 10 each)			
Basic and Diluted			
Before exceptional Items		26.98	37.46
After exceptional Items		26.98	108.83
Significant Accounting Policies	1		
Notes on Financial Statements	2-39		

As per our report of even date
For **MSKA & Associates**
Chartered Accountants
Firm's Registration No. 105047W
Anita Somani
Partner
Membership No. 124118
Mumbai
29th May, 2019

For and on behalf of the Board of Directors
Mysore Petro Chemicals Limited

M M Dhanuka
Managing Director
DIN: 00193456

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DIN: 00085039

Nilesh Panchal
Chief Financial Officer

Pragati Nathani
Company Secretary

Mysore Petro Chemicals Limited

Consolidated Statement of Changes in Equity for the year ended 31st March, 2019

(A) Equity Share Capital

₹ in lakhs

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Equity Share Capital		
Opening Balance	658.76	658.76
Changes in Equity Share Capital	—	—
Closing Balance	658.76	658.76

(B) Other Equity

₹ in lakhs

Particulars	Reserves and Surplus				Total Other Equity
	Securities Premium	General Reserve	Amalgamation Reserve	Retained Earning	
As at 1st April, 2017	398.89	280.01	37.50	6,248.17	6,964.57
Profit for the Year	—	—	—	7,164.83	7,164.83
Other Comprehensive Income (net of tax)	—	—	—	17.26	17.26
Dividend (Including Dividend Distribution Tax)	—	—	—	(79.24)	(79.24)
As at 31st March, 2018	398.89	280.01	37.50	13,351.02	14,067.42
Profit for the Year	—	—	—	1,775.93	1,775.93
Other Comprehensive Income (net of tax)	—	—	—	4.33	4.33
Dividend (Including Dividend Distribution Tax)	—	—	—	(158.73)	(158.73)
Balance as at 31st March, 2019	398.89	280.01	37.50	14,972.55	15,688.95

The nature of reserves are as follows:

- Securities Premium Reserve** : Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the Companies Act, 2013.
- General Reserve** : General Reserve is used from time to time to transfer profit from retained earnings for appropriation purposes.
- Amalgamation Reserve** : The Company has recognised this reserve on amalgamation of Napro Synthetic Limited as per statutory requirement. This reserve is not available for capitalisation / declaration of dividend and Share buy back.
- Retained Earnings** : The amount can be utilised by the Company to distribute as dividend to its equity shareholders.

As per our report of even date
For **MSKA & Associates**
Chartered Accountants
Firm's Registration No. 105047W
Anita Somani
Partner
Membership No. 124118
Mumbai
29th May, 2019

For and on behalf of the Board of Directors
Mysore Petro Chemicals Limited

M M Dhanuka
Managing Director
DIN: 00193456

Shrikant Somani
Director
DIN: 00085039

Nilesh Panchal
Chief Financial Officer

Pragati Nathani
Company Secretary

Consolidated Statement of Cash Flow for the year ended 31st March, 2019

₹ in lakhs

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
A. OPERATING ACTIVITIES		
Profit before tax	1,849.67	8,861.87
Adjustment for:		
Depreciation Expenses	68.00	78.21
Profit on Sale of Property, Plant and Equipment	(70.16)	(4.30)
Profit on Fair value of Investment	(79.05)	(188.36)
Loss on Fair Value of Investment	75.00	—
Share of profit from associates	(1,383.00)	(1,810.00)
Interest Expense	4.41	6.84
Interest Income	(436.98)	(636.93)
Dividend Income	(200.17)	(122.32)
Operating Profit before Working Capital Changes	(172.28)	6,185.01
Working Capital Adjustments		
Increase / (Decrease) in Trade Payables / Other Current Liabilities	153.51	(273.59)
Decrease / (Increase) in Trade Receivables	(38.65)	—
Decrease / (Increase) in Loans and Advances	(33.54)	(103.18)
Total	81.32	(376.77)
Cash generated used in operations	(90.97)	5,808.24
Direct Taxes Paid (Net of refunds)	(65.26)	(1,799.12)
Net cash generated from operation before exceptional item	(156.23)	4,009.13
Exceptional Items	—	(6,459.20)
Net cash used in operating activities	(156.23)	(2,450.07)
B. INVESTING ACTIVITIES		
Sale of Property, Plant and Equipment	255.00	(36.88)
Proceeds from Sale of an undertaking under Slump sale	1,385.67	2,357.10
Sale of Investments	203.77	—
Purchase of Investments	(1,593.65)	(548.35)
Investments in Fixed Deposits and Banks	(9.01)	(1.75)
Interest Received	187.53	637.09
Dividend Received	200.17	122.32
Net cash flow from investing activities	629.48	2,529.53
C. FINANCING ACTIVITIES		
Dividend Paid on equity shares (Including Dividend Distribution Tax)	(155.13)	(77.34)
Repayment of borrowings	(32.08)	—
Interest Paid	—	(6.84)
Net cash used in financing activities	(187.21)	(84.18)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	286.04	(4.73)
Add: Cash and Cash Equivalents at the beginning of the year	58.42	63.15
Cash and Cash Equivalents at the end of the year	344.46	58.42

As per our report of even date
For **MSKA & Associates**
Chartered Accountants
Firm's Registration No. 105047W
Anita Somani
Partner
Membership No. 124118
Mumbai
29th May, 2019

For and on behalf of the Board of Directors
Mysore Petro Chemicals Limited

M M Dhanuka
Managing Director
DIN: 00193456

Shrikant Somani
Director
DIN: 00085039

Nilesh Panchal
Chief Financial Officer

Pragati Nathani
Company Secretary

Mysore Petro Chemicals Limited

Note 1:

Significant Accounting Policies

a. General Information:

Mysore Petro Chemicals Limited ("the Company") is a public limited Company incorporated in India with its registered office at D/4, Jyothi Complex, 134/1, Infantry Road, Bengaluru-560 001. Together with associates (collectively, the group) it is engaged in trading of Maleic Anhydride and other chemicals. The equity shares of the Company is listed on BSE and the script code is 506734.

b. Basis of preparation:

The consolidated financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in accounting policies stated below. The accounting policies have been applied consistently over all the periods presented in these financial statement.

c. Statement of Compliance:

The consolidated financial statements of the Group have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and the Companies (Indian Accounting Standards) (Amendment) Rules, 2017.

The consolidated financial statements comply in all material aspects with Ind AS notified under Section 133 of the Companies Act, 2013 (the Act) and Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

d. Principles of consolidation:

The Group's interest in equity accounted investees comprise interest in associate.

An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

Interest in associate are accounted for using the equity method. They are initially recognised at cost which includes transaction cost. Subsequent to initial recognition, the consolidated financial statement include the Group's share of profit or loss and OCI of equity-accounted investees until the date on which significant influence or joint control ceases.

e. Use of estimates and judgements:

The preparation of consolidated financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and if material their effects are disclosed in the notes to the consolidated financial statements.

f. Operating Cycle:

Assets and liabilities other than those relating to long-term contracts are classified as current if it is expected to realize or settle within 12 months after the balance sheet date.

In case of long-term contracts, the time between acquisition of assets for processing and realisation of the entire proceeds under the contracts in cash or cash equivalent exceeds one year. Accordingly, for classification of assets and liabilities related to such contracts as current, duration of each contract is considered as its operating cycle.

g. Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i) In the principal market for the asset or liability or
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- i) Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ii) Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- iii) Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

h. Property, Plant and Equipment:

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the consolidated Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013

Freehold land is not depreciated. Leasehold land is amortised over the remaining period of lease.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an

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item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

i. Investment Property:

Investment property comprises of building that are held for long-term rental yields and/or for capital appreciation. Investment property are initially recognised at cost. Subsequently investment property is carried at cost less accumulated depreciation and accumulated impairment losses.

Depreciation on building is provided over the useful life as specified in Schedule II of the Companies Act, 2013. The residual values, useful life and depreciation method of investment property are reviewed and adjusted on prospective basis as appropriate, at each balance sheet date. The effects of any revision are included in the statement of profit and loss when the changes arise.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on estimates.

Investment property are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal.

The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of de-recognition.

j. Inventories:

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

k. Cash and Cash Equivalents:

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balance, demand deposits with bank where the original maturity is three months or less and other short term highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

l. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Asset

Initial recognition and measurement

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss)
- those measured at amortised cost

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- i) Debt instruments at amortised cost
- ii) Debt instruments at fair value through other comprehensive income (FVTOCI)
- iii) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- iv) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment if any, are recognised in the statement of profit or loss.

Debt instruments at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets and
- b) The asset's contractual cash flows represent solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group does not have any debt instruments which meets the criteria for measuring the debt instrument at FVTOCI.

Debt instrument at FVTPL

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'Accounting Mismatch'). The Group has not designated any debt instrument at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit or Loss.

Equity investments

All equity investments, except investments in an associate, are measured at FVTPL. The Group may make an irrevocable election on initial recognition to present in OCI any subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis.

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Derecognition of Financial Assets

A financial asset (or where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's Consolidated Financial Statements) when:

- a) The rights to receive cash flows from the asset have expired or
- b) The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of Financial Asset

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Group recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Group's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

Financial Liabilities

Initial recognition and measurement

The Group recognizes a financial liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial liabilities are recognized initially at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial liability.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

DE-RECOGNITION

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in the Statement of Profit and Loss.

m. Provisions and Contingent Liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

n. Revenue Recognition

The Company recognize revenue when (or as) the Company satisfies the performance obligation by transferring promised goods or services to a customer. For sale of goods, the Company recognizes revenue when it transfers control of goods to the customer. Control is passed on to the customer when goods are dispatched from Company's premises. For sale of services, the Company recognizes revenue as or when the performance obligation in relation the service is satisfied by the Company based on terms of the agreement with customers. Revenue is reported net of taxes and duties as applicable.

Interest Income is recognized on a basis of effective interest method as set out in Ind AS 109, Financial Instruments and where no significant uncertainty as to measurability or collectability exists.

Dividend income on investments is recognized when the right to receive dividend is established.

o. Employee Benefits

Retirement benefits in the form of Provident Fund, in case of certain employees, are a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective trusts.

Gratuity liability and Provident Fund, in case of other employees not covered under define contribution scheme, are defined benefit obligations. Gratuity liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Provident fund contribution to the Trust is charged to Profit and Loss account of the year when the contribution to the fund is due. Any deficit in the fund is provided for and funded.

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.

Actuarial gains/losses are immediately taken to other comprehensive income and are not deferred.

p. Impairment of non-financial assets

Non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Mysore Petro Chemicals Limited

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest Group of assets to which it belongs for which there are separately identifiable cash flows; its cash generating units ('CGUs').

q. **Income Taxes:**

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date and any adjustment to taxes in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

r. **Foreign Currencies:**

The consolidated financial statements are presented in INR, the functional currency of the Group. Items included in the consolidated financial statements of the Group are recorded using the currency of the primary economic environment in which the Group operates (the 'functional currency').

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions and from translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the Statement of Profit and Loss.

s. **Earnings Per Share:**

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

t. **Leases:**

Leases in which a substantial portion of the risks and reward of ownership are retained by the lessor are classified as operating leases. Payment and receipts under such leases are recognized to the statement of profit and loss on a straight line basis over the term of the lease unless the lease payment to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, in which

case the same are recognized as an expenses in line with contractual term.

Leases are classified as financial leases whenever the terms of the lease transfer substantially all the risks and reward incidental to ownership to the lessee.

u. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, 2019 has notified the following new amendments to Ind AS which the Group has not applied as they are effective from 1st April, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single on balance sheet lessee accounting model for lessees. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Group will adopt Ind AS 116 effective annual reporting period beginning 1st April, 2019. The Group is in the process of finalising changes to systems and processes to meet the accounting and the reporting requirements of the standard in conjunction with review of lease agreements. The Group will recognise with effect from 1st April, 2019 new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to:

- (a) amortisation charge for the right-to-use asset and
- (b) interest accrued on lease liability

Previously, the Group recognised operating lease expense on a straightline basis over the term of the lease and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Group does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following:

- (1) the group has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty;
- (2) the group is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount;
- (3) the group has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability.

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The Group does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Group does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Group does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Group does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Group does not currently have any long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Group will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 2 : Property, Plant and Equipment

Particulars	₹ in lakhs										Total	
	Freehold Land	Leasehold Land	Roads and Drains	Buildings	Plant and Equipments	Railway Siding	Furniture and Office Equipment	Vehicles				
Gross Carrying Amount												
As at 1st April, 2017	14.77	36.05	48.25	386.79	10,611.72	5.13	200.15	259.87				11,562.73
Additions	-	-	-	-	-	-	-	-	-	-	-	-
Adjustment on Account of Slump Sale (Refer note 31)	-	(36.05)	(27.49)	(214.55)	(8,656.05)	-	(7.57)	(114.53)				(9,056.24)
As at 31st March, 2018	14.77	-	20.76	172.24	1,955.67	5.13	192.58	145.34				2,506.49
Additions	-	-	-	-	-	-	-	-	-	-	-	-
Disposal	-	-	-	-	(1,955.67)	-	-	-	-	-	-	(1,955.67)
As at 31st March, 2019	14.77	-	20.76	172.24	-	5.13	192.58	145.34				550.82
Accumulated Depreciation												
As at 1st April, 2017	-	7.57	42.00	216.42	9,264.07	5.13	44.96	127.62				9,707.77
Depreciation for the year	-	-	-	2.71	14.63	-	15.26	23.01				55.61
Adjustment on Account of Slump Sale (Refer Note 31)	-	(7.57)	(21.24)	(123.11)	(7,512.32)	-	(6.55)	(96.78)				(7,767.57)
As at 31st March, 2018	-	-	20.76	96.02	1,766.38	5.13	53.67	53.85				1,995.81
Depreciation for the year	-	-	-	2.69	4.45	-	15.26	23.01				45.41
Disposal	-	-	-	-	(1,770.83)	-	-	-				(1,770.83)
As at 31st March, 2019	-	-	20.76	98.71	-	5.13	68.93	76.86				270.39
Net Carrying Amount												
As at 31 st March, 2018	14.77	-	-	76.22	189.29	-	138.91	91.49				510.68
As at 31st March, 2019	14.77	-	-	73.53	-	-	123.65	68.48				280.43

Note: Carrying value of vehicles hypothecated with banks against vehicle loan is Nil (Previous year ₹ 61.33 lakhs)

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 3 : Investment Properties

₹ in lakhs

Particulars	
Gross Carrying Amount	
Cost as at 1 st April, 2017	1,427.34
Additions	—
Disposals	—
As at 31st March, 2018	1,427.34
Additions	—
Disposals	—
As at 31st March, 2019	1,427.34
Depreciation and Impairment	
As at 1 st April, 2017	32.24
Depreciation charge for the year	22.60
Disposals	—
As at 31st March, 2018	54.84
Depreciation charge for the year	22.59
Disposals	—
As at 31st March, 2019	77.43
Net Carrying Amount	
As at 31 st March, 2018	1,372.50
As at 31st March, 2019	1,349.91

Note : The fair value of investment properties is ₹ 1,930 lakhs (Previous year - ₹ 1,930 lakhs)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 4 : Non Current Investments

₹ in lakhs

Particulars	Numbers	As at	
		31 st March, 2019	31 st March, 2018
(A) Unquoted			
i. In Equity Instrument [At Cost] [Refer Note (i) below]			
Equitylevers World Private Limited (Fully paid-up of ₹ 10 each)	6,173	150.00	150.00
Blue Lotus International Limited (Fully Paid up of GBP 1 each)	5	188.36	—
ii. In Equity Instrument [At Fair Value]			
The Saraswat Co. Op. Bank Limited (Fully paid-up of ₹ 10 each)	2,500	0.25	0.25
iii. In Debentures (At Amortised Cost)			
The Lakshmi Vilas Bank Limited (Fully paid-up) [₹ 10,00,000 each]	2	20.00	20.00
iv. In Debentures [At fair Value]			
IIFL Wealth Finance Limited [₹ 1,00,000 each]	500	517.49	—
v. In Alternate Investment Fund-(Fully Paid up) [at Fair Value]			
Edelweiss Infrastructure Yield Plus (₹ 1,000 each)	20,000	200.00	50.00
Edelweiss Infrastructure - EISAF II Onshore Fund (₹ 10,000 each)	1,275	134.07	—
TVS Shriram Growth fund (₹ 1,000 each)	5,000	50.00	—
vi. In Preference Shares [At fair value]			
7.50% Tata Capital Limited (Fully Paid up of ₹ 1,000 each)	49,500	524.73	499.50
10% Tata Motors Finance Limited (Fully Paid up of ₹ 100 each)	250,000	532.55	—
vii. In Warrants			
Religare Enterprises Limited (Face value of ₹ 10 each)	573,611	75.00	—
Less: Change in Fair Value of Investment	—	(75.00)	—
Total		2,317.45	719.75
Aggregate amount of quoted Investments		—	—
Aggregate amount of market value of quoted Investment		—	—
Aggregate amount of unquoted Investments		2,317.45	719.75
Aggregate amount of impairment in the value of Investments		(75.00)	—

Note (i): Considering the fact that both these companies are in early stage of expanding its operations, management believes it would be difficult to reliably measure the fair value and therefore carried these investments at cost.

Mysore Petro Chemicals Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 5 : Other Non-Current Financial Assets

₹ in lakhs

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Receivable from Related Party (Refer Note 29)	2,369.00	3,750.00
Deposits	72.64	72.64
Loans to Employees	3.64	0.80
Total	2,445.28	3,823.44

Note - 6 : Other Non-Current Assets

Income Tax (Net of Provision for Tax)	58.00	35.65
Total	58.00	35.65

Note - 7 : Current Investment

Investment Measured at Fair Value through Profit and Loss		
Kamrup Enterprises Limited (No. of Shares 1,08,571)	–	78.17
Bihariji Construction (I) Limited (No of Shares 3,80,600)	–	125.60
Total	–	203.77

Note - 8 : Trade Receivables

Unsecured, Considered Good	38.65	–
Total	38.65	–

Note - 9 : Cash and Cash Equivalents

Cash on hand	0.94	0.29
Balance with Banks	343.52	31.13
Deposit with Original Maturity of less than 3 Months	–	27.00
Total	344.46	58.42

Note - 10 : Bank Balances other than Cash and Cash Equivalents

Fixed deposits held as Margin Money	12.27	6.86
Fixed deposits	0.68	0.68
Unclaimed Dividend Account	13.72	10.12
Total	26.67	17.66

Note - 11 : Other Current Financial Assets (Unsecured, Considered Good)

Receivable from Related Party (Refer Note 29)	1,350.00	1,350.00
Loans to Employees	3.75	1.20
Deposit	30.57	30.57
Others	294.73	4.59
Total	1,679.05	1,386.36

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 12 : Other Current Assets
(Unsecured, Considered Good)

₹ in lakhs

Particulars	As at	
	31 st March, 2019	31 st March, 2018
Advances to Suppliers	1.82	68.03
Prepaid Expenses	2.22	9.71
Total	4.04	77.74

Note - 13 : Share Capital

(A) Authorised		
5,00,000 (Previous year - 5,00,000)	500.00	500.00
Redeemable Cumulative preference shares of ₹ 100 each		
1,00,00,000 (Previous year - 1,00,00,000) Equity shares of ₹ 10 each	1,000.00	1,000.00
Total	1,500.00	1,500.00
(B) Issued		
65,90,938 (Previous year - 65,90,938) Equity Shares of ₹ 10 each	659.09	659.09
(C) Subscribed and Paid up		
65,83,488 (Previous year- 65,83,488) Equity Shares of ₹ 10 each	658.35	658.35
Add : Amount paid up on 7,450 (Previous year- 7,450) Shares forfeited	0.41	0.41
Total	658.76	658.76
(D) Reconciliation of shares outstanding at the year end		
Equity shares at the beginning of the year	6,583,488	6,583,488
Add: Shares issued during the year	–	–
Equity shares at the end of the year	6,583,488	6,583,488

(E) Terms/rights attached to equity shares

The Company has only one class of equity shares referred to as equity shares having a par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share. The Company pays the dividend in Indian Rupees. The final dividend is subject to the approval of the shareholders in the ensuing annual general meeting.

(F) The Details of Shareholders holding more than 5% Shares in the company

Name of the Shareholder	As at 31 st March, 2019		As at 31 st March, 2018	
	Numbers	% Held	Numbers	% Held
Gembel Trade Enterprises Limited	778,325	11.82%	778,325	11.82%
Savita Investment Company Limited	1,309,503	19.89%	1,509,503	22.93%
Shekhavati Investment Corporation Limited	656,094	9.97%	656,094	9.97%
Vincent (India) Limited	846,365	12.86%	646,365	9.82%
Kamrup Enterprises Limited	801,499	12.17%	801,499	12.17%

(G) The Company has not issued any Shares for considerations other than cash for the current year and for previous five years

Mysore Petro Chemicals Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 14 : Other Equity

₹ in lakhs

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(i) Securities Premium Reserve	398.89	398.89
(ii) General Reserve	280.01	280.01
(iii) Amalgamation Reserve	37.50	37.50
(iv) Retained earnings		
Balance at the beginning of the year	13,333.76	6,248.17
Add : Profit for the year	1,775.93	7,164.83
Less: Appropriations		
Equity dividend	131.66	65.84
Tax on dividend	27.07	13.40
	14,950.96	13,333.76
(v) Other Comprehensive Income (OCI)		
Balance at the beginning of the year	17.26	—
Add : Movement during the year	4.33	17.26
	21.59	17.26
Total	15,688.95	14,067.42

Note - 15 : Other Non-Current Financial Liabilities

Deposits from Related Party (Refer Note 29)	69.02	69.02
Deposits - Others	13.95	2.00
Total	82.97	71.02

Note - 16 : Non-Current Provisions

Provision for Leave Obligation	1.94	1.87
Provision for Gratuity	5.26	8.04
Total	7.20	9.91

Note - 17 : Trade Payables

Dues of Micro and Small Enterprises	—	—
Dues to Others	303.48	134.93
Total	303.48	134.93

Dues to parties covered under the Micro, Small and Medium Enterprises as per MSMED Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

Note - 18 : Other Current Financial Liabilities

Current Maturities of Loan against Cars	—	32.08
Total	—	32.08

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**Note - 19 : Short Term Provisions**

₹ in lakhs

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Provision for Leave Obligation	48.30	32.08
Provision for Gratuity	81.85	92.41
Total	130.15	124.49

Note - 20 : Other Current Liabilities

Advance from Customers	0.54	61.73
Investor Education and Protection Fund for unclaimed dividend	13.72	10.12
Balance due to government authorities	34.15	4.50
Other Liabilities	0.02	0.03
Total	48.43	76.38

Note - 21 : Revenue from Operation (Gross)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Sale of Products		
Traded Goods	3,257.68	623.00
Total	3,257.68	623.00

Note - 22 : Other Income

Interest Income on		
Bank Deposits	1.91	3.72
Others	435.07	633.21
Dividend Income	200.17	122.32
Profit on Fair value of Investment	79.05	188.36
Profit on Sale of Property, Plant and Equipment	70.16	4.30
Rent Received	82.00	81.86
Miscellaneous Income	7.54	—
Total	875.90	1,033.77

Note - 23 : Employee Benefits Expense

Salaries, Wages and Bonus	185.11	151.34
Contribution to Provident and Other Funds	13.04	11.72
Gratuity expenses	7.44	55.96
Staff welfare expenses	0.99	5.46
Total	206.58	224.48

Mysore Petro Chemicals Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 24 : Finance Cost

₹ in lakhs

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Interest Expense on		
Others	4.06	5.80
Bank Charges	0.35	1.04
Total	4.41	6.84

Note - 25 : Other Expenses

Repairs and Maintenance - Others	0.04	0.20
Insurance Premium	3.51	2.91
Selling Expenses	0.36	2.60
Rent Paid	0.06	0.06
Rates and Taxes	3.96	39.10
Travelling and Conveyance	16.01	44.37
Communication cost	1.81	2.35
Legal and Professional fees	27.29	30.34
Entertainment Expenses	0.36	13.73
Service Charges	20.40	12.84
Foreign Exchange Difference	—	3.85
Corporate Social Responsibility Expenses	12.52	—
Directors Sitting Fees	9.55	9.20
Payment to Auditors (Refer Note (i) below)	2.61	2.50
Diminution in value of Investment	75.00	—
Miscellaneous Expenses	23.15	24.84
Total	196.63	188.89

Note (i):

Payments to Auditors

Audit Fees	2.50	2.50
Reimbursement of Expenses	0.11	—
Total	2.61	2.50

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 26 : Tax Expense

₹ in lakhs

Particulars	For the year ended	For the year ended
	31 st March, 2019	31 st March, 2018
A The major components of income tax expense are as follows		
(i) Income tax recognised in statement of profit and loss		
Current Income Tax Expense		
Current Income Tax	97.72	1,824.88
Total	97.72	1,824.88
Deferred Tax Benefit		
Origination and reversal of temporary differences	(23.98)	(127.84)
Total	(23.98)	(127.84)
Income tax expense reported in the Statement of Profit & Loss	73.74	1,697.04
(ii) Income Tax (expense)/benefit recognised in OCI section		
Deferred Tax benefit on re-measurements of defined benefit plans	(1.68)	(7.00)
Income tax charged to OCI	(1.68)	(7.00)
B Reconciliation of tax expenses / (benefits) and the accounting profit multiplied by India's tax rates		
Accounting Profit before tax	466.67	7,051.87
Income tax expenses calculated at corporate tax rate	129.83	2,033.76
Tax effect of adjustment to reconcile expected income tax expense to reported		
Effect of		
Exempt Income	(55.69)	(35.28)
Items not deductible for tax	3.48	—
Income taxed at different rate	(11.70)	(102.17)
Change in tax rate and Law	7.82	(199.27)
Total	73.74	1,697.04

C The major components of Deferred Tax Liabilities / (Assets) on account of temporary differences are as follows

Deferred tax relates to the following

₹ in lakhs

Particulars	Balance Sheet	
	As at 31 st March, 2019	As at 31 st March, 2018
Accelerated Depreciation for Tax Purpose	61.77	62.97
Employees Separation and Retirement Expense	(38.22)	(38.76)
Others	1.45	24.77
Net Deferred Tax Liabilities	25.00	48.98

Mysore Petro Chemicals Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 26 : Tax Expense (Contd.)

₹ in lakhs

Particulars	Profit and Loss	
	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Depreciation	(1.20)	(152.99)
Employees Separation and Retirement Expense	0.54	0.38
Investment	(23.32)	24.77
Deferred tax benefit	(23.98)	(127.84)

Note - 27 : Basic and Diluted Earnings Per Share (EPS)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Weighted average No. of Shares for calculating Basic and Diluted EPS	6,583,488	6,583,488
Profit after tax before exceptional items (net of tax) [₹ in lakhs]	1,775.93	2,466.29
Basic and Diluted - in ₹	26.98	37.46
Profit after tax after exceptional items (net of tax) [₹ in lakhs]	1,775.93	7,164.83
Basic and Diluted - in ₹	26.98	108.83

Note - 28 : Contingent Liabilities

₹ in lakhs

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
A. Claims against the Company not acknowledged as debt		
i) Disputed taxation matter	23.98	23.98
ii) Demand from Karnataka Industrial Area Development Board towards Interest on maintenance charges of Land at Raichur.	—	24.22

B. The workmen's union have raised certain demands and the matter have been referred to Industrial Tribunal, Hubbali, Karnataka by the Labour Department, Government of Karnataka and the matter is pending. As the matter is subjudiced no provision have been made. Future cash out flow of the same are determinable on receipt of judgement / decision.

Note - 29 : Related Party Disclosure

(A) List of related parties (as identified by management)

- (i) Associate
I G Petrochemicals Limited
- (ii) Key Management Personnel
Shri M. M. Dhanuka - Managing Director & CEO
Shri Nikunj Dhanuka - Director
Shri Nilesh Panchal - Chief Financial Officer
Smt Pragathi Nathani - Company Secretary
- (iii) Entity control by the close member of the Key Management Personnel's family
Blue Lotus International Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(B) Transaction during the year ended and balances outstanding with related parties are as follows:

(i) Outstanding balances with related parties

₹ in lakhs

Particulars	Relationship	As at 31 st March, 2019	As at 31 st March, 2018
Other Financial Liabilities (Current+Non current)	As referred in (A) (i) above	69.02	69.02
Other Financial Assets (Current+Non current)	As referred in (A) (ii) above	7.39	2.00
Other Financial Assets (Current+Non current)	As referred in (A) (i) above	3,968.38	5,100.00

(ii) Transaction with related parties

Nature of Transaction	Relationship	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Purchase (including Taxes)	As referred in (A) (i) above	559.68	203.00
Sales Traded Goods (Including Taxes)	As referred in (A) (i) above	—	111.47
Slump Sale of MA Unit	As referred in (A) (i) above	—	7,448.00
Interest Income	As referred in (A) (i) above	426.70	629.85
Rent Income (Including Taxes)	As referred in (A) (i) above	88.85	88.29
Remuneration	As referred in (A) (ii) above	149.60	143.34
Investment in shares	As referred in (A) (iii) above	188.36	—

Note - 30 : Defined benefit obligation

I Gratuity

₹ in lakhs

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(A) Changes in the present value of the defined benefit obligation are as follows		
Opening defined benefit obligation	100.45	310.13
Interest cost defined benefit obligation	4.38	21.81
Current service cost	3.06	13.17
Benefits paid	14.77	26.78
Actuarial (gains) / losses on obligation	(6.01)	(44.85)
Acquisition/Business Combination/Divestiture	—	(214.61)
Past service cost	—	41.58
Closing defined benefit obligation	87.11	100.45
(B) Changes in the fair value of plan assets are as follows		
Opening fair value of plan assets	—	277.38
Expected return	—	7.86%
Interest income plan assets	—	20.60
Contributions by employer	—	—
Benefits paid	—	—
Actuarial gains / (losses)	—	(20.60)
Acquisition/Business Combination/Divestiture	—	(277.38)
Closing fair value of plan assets	—	—

Mysore Petro Chemicals Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note - 30 : Defined benefit obligation (Contd.)

₹ in lakhs

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(C) Maturity Profile of defined benefit obligation		
Within next 12 months (next annual reporting period)	84.84	95.97
Between 2 and 5 years	1.68	5.78
Between 6 and 10 years	4.52	1.65
(D) Quantitative sensitivity analysis for significant assumption is as below		
Increase / decrease on present value of defined benefits obligation at		
One percentage point increase in discount rate	(3.23)	(3.73)
One percentage point decrease in discount rate	3.95	4.56
One percentage point increase in rate of salary	2.88	3.32
One percentage point decrease in rate of salary	(2.62)	(3.02)
(E) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below	%	%
Discount rate	7.43	7.86
Expected rate of return on assets	7.43	7.86
Employee turnover	5.00	5.00
Salary Escalation	4.00	4.00
Mortality	IALM (2012-14) Ultimate	IALM (2006-08) Ultimate

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(II) Provident Fund

In accordance with the Employee's Provident Fund and Miscellaneous Provision Act, 1952, eligible employees of the Company are entitled to receive benefit in respect of Provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of eligible employees salary. The contribution, as specified under the law, are made to the provident fund administered and managed by Government of India (GOI) and Mysore Petro Chemicals Limited Officers Provident Fund Trust (MPCL OPF Trust) as applicable. The Company has no further obligation under the fund managed by the GOI and MPCL OPF Trust beyond its monthly contribution which are charged to the Statement of Profit and Loss in the period they are incurred except shortfall if any based on the government specified minimum rate of return in the case of MPCL OPF Trust. The benefit are paid to employees on their retirement or resignation from the Company.

Note - 31 : Note on Slump Sale

The Company has sold the Maleic Anhydride Unit situated at T-1, MIDC Industrial Area, Taloja, Dist. Raigad, Maharashtra – 410 208 to I G Petrochemicals Limited as a going concern on slump sale basis effective from 1st April, 2017 for consideration of ₹ 74.48 Crores (Rupees Seventy Four Crores Forty Eight Lakhs Only) as per valuation by Haribhakti & Co. LLP & also approved by shareholders of the Company. Previous year the Profit on sale of the unit amounting to ₹ 6,459.20 lakhs is shown under Exceptional item.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**Note - 32 : Category wise classification of Financial Instruments**

₹ in lakhs

Particulars	Cost	Amortised Cost	Fair value through Profit and Loss Value
As at 31st March , 2019			
Financial Assets			
Trade Receivable	—	38.65	—
Investment	338.36	20.00	1,959.09
Cash and Cash Equivalents	—	344.46	—
Bank balances other than Cash and Cash Equivalents	—	26.67	—
Other financial assets	—	4,124.33	—
Total	338.36	4,554.10	1,959.09
Financial Liabilities			
Trade Payable	—	303.48	—
Other financial Liabilities	—	82.97	—
Total	—	386.45	—
As at 31st March, 2018			
Financial Assets			
Trade Receivable	—	—	—
Investment	150.00	20.00	753.52
Cash and cash equivalents including other bank balance	—	76.08	—
Other financial assets	—	5,209.80	—
Total	150.00	5,305.88	753.52
Financial Liabilities			
Trade Payable	—	134.93	—
Other financial Liabilities	—	103.10	—
Total	—	238.03	—

Note - 33 : Financial Risk Management Policies and objectives

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Board.

Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables, payables, loans and borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures & borrowings.

Interest rate risk

The Company's exposure to interest rate risk is minimal as the Company does not have any significant interest earning asset or interest bearing liability. As such, the Company is not exposed to significant interest rate risk as at the reporting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company maintains sufficient cash and cash equivalents to manage its liquidity risk.

Credit Risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in a financial loss to the Company. To manage this, the Company periodically assess the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and agreeing of accounts receivable. Individual risk limit are set accordingly.

Financial assets are provided for when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categories a loan or receivable for provision as per provisioning policy of the Company. Where loans or receivables have been provided, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in the Statement of Profit and Loss.

Foreign Currency Risk

Company is not exposed to foreign currency risk.

Note - 34 : Pursuant to Ind AS -17 'Leases', The Following Information is Disclosed

- The Company has given asset on operating lease. The lease rental are receivable by the Company on monthly basis.
- Future minimum lease rentals receivable under non cancellable lease agreements are as under:

₹ in lakhs

Particulars	As at	As at
	31 st March, 2019	31 st March, 2018
a) Not later than One Year	75.30	78.22
b) Later than One Year and not latter than Five years	150.60	225.90
c) Later than Five Years	—	—
Total	225.90	304.12

Note - 35 :

The operations of Phthalic Anhydride Plant at Raichur ,Karnataka was closed during 3rd week of April 2013. The Board of Directors of the Company in their meeting held on 4th June 2013 had decided to close the unit permanently due to Economic inviability and the unit was closed since 16th July 2013.

Note - 36 : Segment Information

For management purposes, the Company is into one reportable segment i.e. trading activity.

The Managing Director is the Chief operating Decision Maker of the Company who monitors the operating results of its Company for the purpose of making decision about resource allocation and performance assessment. Company's performance as single segment is evaluated and measured consistently with profit or loss in the consolidated financial statements.

Note - 37 :

Ind AS 18-'Revenue' has been replaced by Ind AS 115- 'Revenue from contract with Customers'. Ind AS 115 is mandatory for reporting period beginning on or after 1st April, 2018. Company has opted to adopt Ind AS 115 using modified retrospective method. The application of Ind AS 115 does not have any impact on the retained earnings as on 1st April, 2018, being the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

initial date of application of Ind AS 115. Further, the application of Ind AS 115 also does not have any impact on revenue, cost and profit after tax for the year ended 31st March, 2019.

Note - 38 : Proposed Dividend

The Board of directors at its meeting held on 29th May, 2019 have recommended a final dividend ₹ 2.00 (Rupees two only) per equity share of face value of ₹ 10/- each for the financial year ended 31st March, 2019. This amount to ₹ 158.74 lakhs including dividend distribution tax of ₹ 27.07 lakhs.

The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

Note - 39 : Associate

₹ in lakhs

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Investments accounted for using the Equity Method		
The following entity have been included in the consolidated financial statements using the equity method:		
I G Petrochemicals Limited	8,401.00	7,018.00
Total Equity Accounted Investments	8,401.00	7,018.00
Summarised financial information of associate:		
Current Assets	45,414.45	31,511.29
Non-Current Assets	70,100.59	54,453.67
Current Liabilities	33,369.55	22,523.11
Non-Current Liabilities	19,237.93	10,664.21
Equity	62,907.56	52,777.64

₹ in lakhs

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Revenue	131,138.68	117,454.54
Expenses	112,471.48	94,421.06
Profit before Tax	18,667.20	23,033.48
Tax Expense	6,982.38	8,430.39
Profit for the Year	11,684.82	14,603.09
Group's share of Profit for the Year (Gross)	1,546.00	1,931.99
Dividend received during the Year	163.00	122.33
Group's share of Profit for the Year (Net)	1,383.00	1,809.66

As per our report of even date
For **MSKA & Associates**
Chartered Accountants
Firm's Registration No. 105047W
Anita Somani
Partner
Membership No. 124118

Mumbai
29th May, 2019

For and on behalf of the Board of Directors
Mysore Petro Chemicals Limited

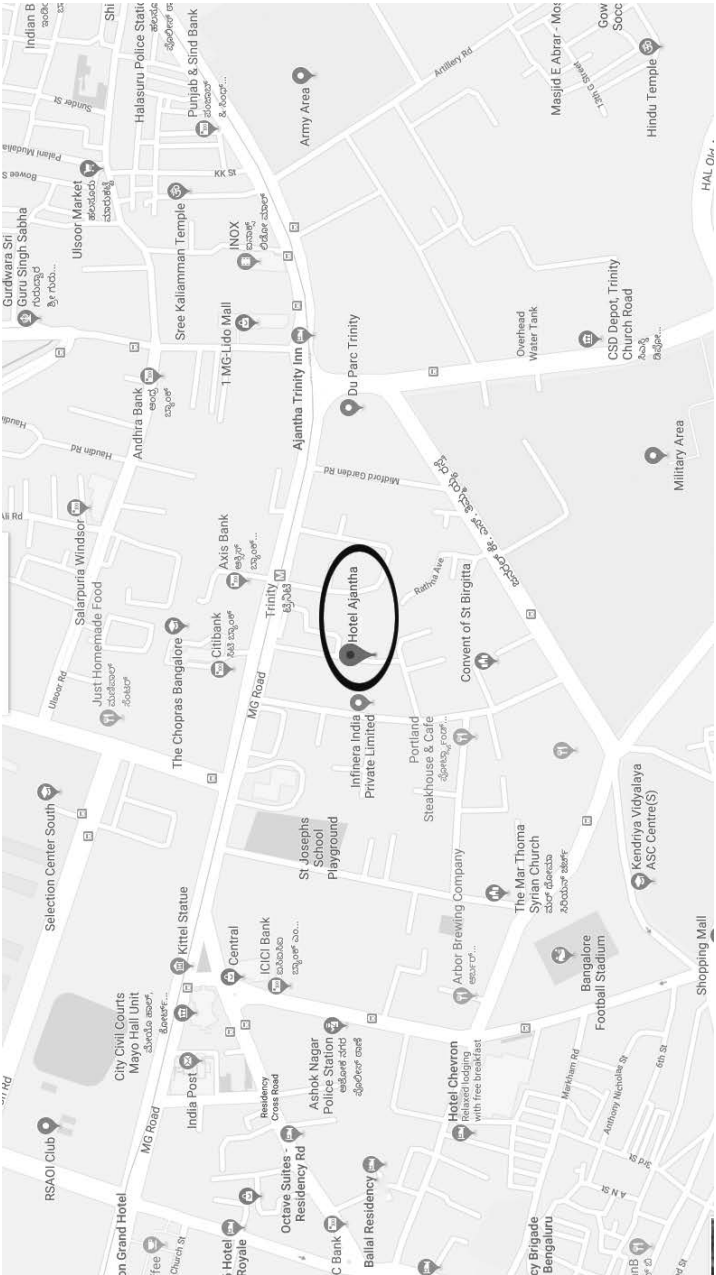
M M Dhanuka
Managing Director
DIN: 00193456

Nilesh Panchal
Chief Financial Officer

Shrikant Somani
Director
DIN: 00085039

Pragati Nathani
Company Secretary

Map showing the location of the AGM venue





MYSORE PETRO CHEMICALS LIMITED

CIN: L24221KA1969PLC001799

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

Corporate Office: 401, Raheja Centre, 214, Nariman Point, Mumbai - 400 021

Tel. : 022 30286100 • **Fax:** 022 22040747 • **Email:** mpcl@mysorepetro.com

ATTENDANCE SLIP

(to be presented at the entrance)

I/We hereby record my/our presence at the 49th Annual General Meeting of the Company at Hotel Ajantha, Rohini Hall, 22-A, M G Road, Bengaluru - 560 001 on Thursday, 29th August, 2019 at 12.30 p.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

1. Only Member / Proxy holder can attend the Meeting.
2. Member / Proxy holder should bring his / her copy of the Annual Report for reference at the Meeting.



MYSORE PETRO CHEMICALS LIMITED

CIN: L24221KA1969PLC001799

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

Corporate Office: 401, Raheja Centre, 214, Nariman Point, Mumbai - 400 021

Tel. : 022 30286100 • **Fax:** 022 22040747 • **Email:** mpcl@mysorepetro.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):
Registered Address:
E-Mail Id:
Folio No./Client ID:
DP ID:

I/We the member(s) of Mysore Petro Chemicals Limited holding _____ shares hereby appoint:

- (1) Name: _____ E-Mail Id: _____
Address: _____
Signature _____ or failing him;
- (2) Name: _____ E-Mail Id: _____
Address: _____
Signature _____ or failing him;
- (3) Name: _____ E-Mail Id: _____
Address: _____
Signature _____

TEAR HERE

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49th Annual General Meeting of the Company to be held on Thursday, 29th August, 2019 at 12.30 p.m. at Hotel Ajantha, Rohini Hall, 22-A, M G Road, Bengaluru - 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Type of Resolution	For	Against
	Ordinary Business			
1.	Consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March 2019 and the Reports of the Board of Directors and the Auditors' thereon.	Ordinary		
2.	Declare Dividend on equity shares.	Ordinary		
3.	Appointment of Shri S N Maheshwari (DIN 00193540) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		
	Special Business			
4.	Re-appointment of Shri Shrikant Somani (DIN 0085039) as an Independent Director	Special		
5.	Re-appointment of Shri Anil Kochar (DIN 00943161) as an Independent Director	Special		
6.	Re-appointment of Smt. Uma Acharya (DIN 07165976) as an independent Director	Special		
7.	Approval of Related Material Transaction	Ordinary		

Signed this _____ day of _____ 2019

Signature of the Member _____

Affix
Revenue
Stamp

Signature of the proxy holder

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

NOTES

Lined area for writing notes, consisting of multiple horizontal dotted lines.

If undelivered, please return to :

MYSORE PETRO CHEMICALS LIMITED

401-404, Raheja Centre

214, Nariman Point

Mumbai - 400 021. **Tel. :** 022 30286100 • **Fax:** 022 22040747

Email: mpcl@mysorepetro.com • **Website:** www.mysorepetro.com