



MYSORE PETRO CHEMICALS LIMITED

CIN: L24221KA1969PLC01799

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

Tel.: (91) 080-2286 8372 • **Fax:** (91) 080-2286 8778

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

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), that the Ordinary Resolution appended below be passed by the Members through postal ballot/electronic voting (e-voting).

Pursuant to Section 102 of the Act, the Explanatory Statement setting out the material facts and reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Martinho Ferrao (FCS No. 6221), Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

As required pursuant to Section 108 and other applicable provisions of the Act and the Rules, the Company is pleased to provide the e-voting facility to all its Members to enable them to cast their vote electronically and for which purpose, Central Depository Services (India) Ltd. has been appointed to avail the platform. The Members may, therefore, cast their vote either by sending the enclosed Postal Ballot form by post or by e-voting.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 05.30 p.m. on **Wednesday, 27th December, 2017**, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to exercise their vote by e-voting are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'.

The Scrutinizer will submit his report to the Chairman/Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting) not later than **Friday, 29th December, 2017** and the results of the Postal Ballot will be announced immediately at the Company's Corporate Office at 401, Raheja Centre, Nariman Point, Mumbai - 400 021. The Results will be displayed at the Registered/Corporate Office and also on the Company's website www.mysorepetro.com, besides communicating to BSE Limited.



Approval for related party transactions to carry on trading business:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments) and the consent of the Audit Committee and the Board of Directors, the approval of the Company be and is hereby accorded to engage in the trading business by way of procurement of Orthoxylene (OX), Phthalic Anhydride (PA), Maleic Anhydride (MA), Benzoic Acid (BA) and other petrochemical products from M/s I G Petrochemicals Limited (IGPL), being a material related party transaction, in the ordinary course of business and at the prevailing market prices subject to the aggregate amount of the transaction not exceeding ₹ 100 crores (Rupees One Hundred crores) per annum.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director, Committee and the Key Managerial Personnel of the Company to give effect to the aforesaid resolution.

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

Mumbai, 30th October, 2017

Anand Kadkol
Company Secretary

Registered Office

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

Notes:

1. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 20th November, 2017 being the cut-off date. The Postal Ballot Notice is being sent to the Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage/prepaid/self-addressed Business Reply Envelope.
2. Members whose names appear on the Register of Members/List of Beneficial Owners as on 20th November, 2017 will be considered for the purpose of voting.
3. The Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
4. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email

to mpcl@mysorepetro.com. The Registrar and Transfer Agent/Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.

5. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on 20th November, 2017.
6. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17.30 hours IST) on 27th December, 2017. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17.30 hours IST on 27th December, 2017, it will be considered that no reply from the Member has been received.
9. The Scrutinizer will submit his report to the Chairman/Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 29th December, 2017 at the corporate office of the Company at 401-404, Raheja Centre, 214, Nariman Point, Mumbai – 400 021 and will also be displayed on the Company website i.e. www.mysorepetro.com and communicated to the Stock Exchange on the said date.
10. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
11. All the material documents referred to in the explanatory statement will be available for inspection at its registered/ corporate offices of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 5.00 p.m. till 27th December, 2017.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Tuesday, 28th November, 2017 at 10:00 a.m. and ends on Wednesday, 27th December, 2017 at 5:30 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 20th November, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Mysore Petro Chemicals Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the



app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

Other Instructions:

- i. The voting rights shall be as per the number of shares held by the members as on 20th November, 2017, being the cut-off date. Members are eligible to cast their vote electronically only if they are holding shares as on the cut-off date.
- ii. Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 20th November, 2017 shall follow the process as mentioned at sr. nos. (ii) to (v) of the above.
- iii. Mr. Martinho Ferrao, Practicing Company Secretary (Membership No. 6221) has been appointed as the Scrutinizer to scrutinise the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, immediately after the conclusion of voting, count the votes cast through the Postal Ballot, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 29th December, 2017 a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and forthwith submit to the Chairman/Director of the Company.

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

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

The Company intends to engage in the trading business by way of procurement of Orthoxylene (OX), Phthalic Anhydride (PA), Maleic Anhydride (MA), Benzoic Acid (BA) and other petrochemical products ("the said products") from M/s. I G Petrochemicals Limited (IGPL), being a material related party transaction, in the ordinary course of business and at the prevailing market prices subject to the aggregate amount of the transaction not exceeding ₹ 100 crores (Rupees One Hundred crores) per annum.

Pursuant to the provisions of Companies Act, 2013, IGPL is considered to be a 'related party'. In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said transaction is construed to be a material related party transaction and the same shall be subject to the approval of the shareholders.

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	I G Petrochemicals Limited
Name of the Director or key managerial personnel who is related, if any	Shri M M Dhanuka and Shri Nikunj Dhanuka
Nature of relationship	Common Promoters
Nature, material terms, monetary value and particulars of the contract or arrangement	To engage in the trading business of Orthoxylene (OX), Phthalic Anhydride (PA), Maleic Anhydride (MA), Benzoic Acid (BA) and other petrochemical products with M/s. I G Petrochemicals Limited (IGPL) of an estimated value of upto ₹ 100 crores (Rupees One Hundred crores) per year.
Any other information relevant or important for the Members to take a decision on the proposed resolution	The trading business as stated above shall be in the ordinary course of business and at the prevailing market prices.

By virtue of the Memorandum of Association of the Company, the aforesaid trading business is in the ordinary course of business and shall be on an arm's length basis since the prices will be determined as per the prevailing market conditions.

In the opinion of the Board of Directors of the Company, the trading business provides a reasonable opportunity to the Company to continue to engage itself in the petrochemicals products due to its inherent domain expertise.

Relevant documents in respect of the said item are open for inspection by the members at the Corporate Office of the Company on all working days except Saturdays between 11.00 a.m. to 5.00 p.m. up to the date of passing of the resolution.

None of the Directors except Shri M M Dhanuka and Shri Nikunj Dhanuka, 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 of Directors
For Mysore Petro Chemicals Limited

Mumbai, 30th October, 2017

Registered Office

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

Anand Kadkol
Company Secretary