



## **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 Special Resolutions 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 to hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Shri 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 **Saturday, 17<sup>th</sup> December, 2016**, failing which, it will be strictly considered that no reply has been received from the Member. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed postage pre-paid envelope.

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 of the Company after the completion of the scrutiny of the postal ballots (including e-voting) not later than **Monday, 19<sup>th</sup> December, 2016** 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](http://www.mysorepetro.com), besides communicating to BSE Limited.

### **Sale, transfer or disposal of the Maleic Anhydride business**

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 180(1)(a) and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder (including any statutory modification(s) or re-enactments) and Regulation



23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the compliance of all applicable laws and regulations and such permission, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities including but not limited to Central/State Government and/or local authorities, departments, institutions, bodies, banks, financial institutions and agencies and subject to such other terms and conditions as may be imposed by them and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the **“Board”** which expression shall also include the Committee of Directors of the Company) to sell, transfer, hive-off or otherwise dispose-off, assign, convey and deliver or cause to be sold, assigned, transferred and delivered, the Company’s Maleic Anhydride (MA) Business together with personnel and employees, equipments and other assets, contracts, permits and licences, assets and liabilities (i.e. liabilities pertaining to \_\_\_\_\_) in relation to its MA Business situated at T-1, MIDC Industrial Area, Talaja – 410 208 as a going concern on a ‘slump sale’ basis to M/s I G Petrochemicals Limited (IGPL), a related party of the Company at a consideration of ₹ \_\_\_\_\_ (Rupees \_\_\_\_\_ crores only) in one or more tranches and in such manner as the Board may deem fit in the interest of the Company.

RESOLVED FURTHER THAT subject to the consent of the Maharashtra Industrial Development Corporation (MIDC), the Company do also consent to provide the land (including buildings) situated at T-1, MIDC Industrial Area, Talaja – 410 208 to IGPL on sub-lease basis for the unexpired tenure at such rent and on such terms and conditions as may be stipulated by MIDC and agreed to between the Company and IGPL.

RESOLVED FURTHER THAT the Valuation Report from M/s \_\_\_\_\_ dated \_\_\_\_\_ for the sale, transfer or disposal of the MA Business referred hereinabove be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and such matters and things, as may be necessary, including, finalizing, varying and settling the terms and conditions to sell, transfer, hive-off or otherwise dispose-off, assign, convey and deliver or cause to be sold, assigned, transferred and delivered the MA Business and sub-letting of land (including buildings) and to finalise and execute necessary documents, agreements, contracts, deeds, undertakings including but not limited to definitive agreements, deed of assignment, business transfer agreement, transition service agreement and file applications and make representations, in respect thereof and seek requisite approval from the relevant authorities, if any and suitably inform and apply to the concerned Authorities, including in respect of its requirements of the Central and/or State Government(s) and/or local authorities and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company.

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

RESOLVED FURTHER THAT all actions and decisions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed.”

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

Mumbai, 9<sup>th</sup> November, 2016

**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 4<sup>th</sup> November, 2016. 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 11<sup>th</sup> November, 2016 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 11<sup>th</sup> November, 2016.
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 17<sup>th</sup> December, 2016. 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 17<sup>th</sup> December, 2016, it will be considered that no reply from the Member has been received.
9. The Scrutinizer will submit his report to the Chairman 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 19<sup>th</sup> December, 2016 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 office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 5.00 p.m. till 17<sup>th</sup> December, 2016.



## PROCESS FOR MEMBERS OPTING FOR E-VOTING

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

- (i) The voting period begins on Friday, 18<sup>th</sup> November, 2016 at 10:00 a.m. and ends on Saturday, 17<sup>th</sup> December, 2016 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 Friday, 11<sup>th</sup> November, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

|   | <b>For Members holding shares in Demat Form and Physical Form</b>   |
|---|---|
| PAN   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>▪ 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.</li><li>▪ 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.</li></ul> |
| Dividend Bank Details<br><b>OR</b><br>Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>▪ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>   |

- (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 30<sup>th</sup> 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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### Other Instructions:

- i. The voting rights shall be as per the number of shares held by the members as on 11<sup>th</sup> November, 2016, being the cut-off date. Members are eligible to cast their vote electronically only if they are holding shares as on the cut-off date.
- ii. Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 11<sup>th</sup> November, 2016 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 at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 17<sup>th</sup> December, 2016 a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

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

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

The Company is mainly engaged in production of Maleic Anhydride ('MA') at its plant located at Plot No. T-1, Taloja Industrial area, MIDC, Taloja District, Raigad, Maharashtra - 410208. The raw material i.e. Wash Water and steam required in the production of MA is being procured from M/s I G Petrochemicals Limited ('IGPL'). IGPL is engaged in the production of Phthalic Anhydride ('PA') at Taloja in Maharashtra.

The Company is, therefore, entirely dependent on the continuous supply of raw material by IGPL for continuity of operations. The Company has evaluated the feasibility of continuing the operations under the present circumstances which is primarily dictated by the scarcity of raw materials and it continues to be under severe pressure to sustain its operations. The Board of Directors has reviewed the same and has accordingly recommended the Company to hive-off the operations to IGPL and realize the existing value on a going-concern basis. IGPL has evinced its interest in acquiring the business of the Company which shall synergize with its existing operations subject to such approvals as may be required.

Subject to the approval of the Members of the Company, the Audit Committee and the Board of Directors of the Company at their respective meetings held on 9<sup>th</sup> November, 2016 has accordingly decided to sell, transfer or dispose of the MA Business on a Slump Sale basis together with personnel and employees, equipments and other assets, contracts, permits and licences, assets and liabilities in relation to its MA Business situated at T-1, MIDC Industrial Area, Taloja - 410 208 at a consideration of Rs. \_\_\_\_\_ (Rupees \_\_\_\_\_ crores only) in one or more tranches and subject to the execution of necessary documents, agreements, contracts, deeds, undertakings including but not limited to definitive agreements, deed of assignment, business transfer agreement, transition service agreement and file applications and make representations, in respect thereof and seek requisite approval from the relevant authorities, if any.

The Board of Directors also recommended the sub-lease of land (including buildings) situated at T-1, MIDC Industrial Area, Taloja - 410 208 for the unexpired tenure at such rent and on such terms and conditions as may be stipulated by MIDC and agreed to between the Company and IGPL.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, any sale, lease or otherwise disposal of whole or substantially the whole of the undertaking of the Company requires the approval of the members of the Company by way of special resolution. Further Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, such special resolution has to be passed through a postal ballot. The transaction contemplated hereinabove qualifies to be a business within the meaning of Section 180(1)(a) of the Act.

The proposed transaction would also be governed by the provisions of Section 188 of the Act and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, being a 'related party transaction'. Further as the consideration of the transaction exceeds 10% of the turnover of the Company, it shall be deemed to be a material related party transaction as

defined under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Approval of the Members is, therefore, being sought by way of Special Resolution.

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all related parties shall abstain from voting on the transaction whether the entity is a related party to the particular transaction or not.

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:

|  |  |
|--|--|
| <b>Name of the related party</b>   | I G Petrochemicals Limited   |
| <b>Name of the Director who is related</b>   | Shri M M Dhanuka and Shri Nikunj Dhanuka   |
| <b>Nature of relationship</b>  | Common Promoters   |
| <b>Nature, material terms, monetary value and particulars of the contract or arrangement</b>   | Sale, transfer or disposal of the MA Business by the Company to IGPL on a Slump Sale basis as a going concern at an enterprise value of ₹. _____.<br><br>Sub-lease of land (including buildings) for the unexpired tenure at such rent and on such terms and conditions as may be stipulated by MIDC and agreed to between the Company and IGPL. |
| <b>The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;</b> | As per the Valuation Report.   |
| <b>Any other information relevant or important for the Members to take a decision on the proposed transaction</b>                                      |  |

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 of Directors recommends the passing of the Special Resolution as set out in the Notice in the interest of the Company.

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

**Anand Kadkol**  
Company Secretary

Mumbai, 9<sup>th</sup> November, 2016

**Registered Office**

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

