



mysore petro chemicals limited

24th August, 2024

SECT/306

BSE Limited

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

Scrip Code: 506734

Sub: Intimation of Annual General Meeting – Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 54th Annual General Meeting (AGM) of the members of the Company will be held on Thursday, 19th September, 2024 at 3.00 p.m. through Video Conference /Other Audio Visual Means. A copy of the Notice of AGM is enclosed herewith.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Mysore Petro Chemicals Limited

Labdhi Shah
Company Secretary
M No. A57600

Encl: As above

Mysore Petro Chemicals Limited

NOTICE

NOTICE is hereby given that the 54th Annual General Meeting of **Mysore Petro Chemicals Limited** will be held on **Thursday, 19th September, 2024 at 3:00 p.m.** through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended 31st March, 2024 together with the Report of the Board of Directors and the Auditor’s thereon.
2. To declare Dividend for the financial year ended 31st March, 2024.
3. To appoint a Director in place of Shri Nikunj Dhanuka (DIN 00193499) who retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS

4. **Re-appointment of Shri M M Dhanuka (DIN 00193546) as Managing Director of the Company**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force) read with Schedule V to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to the re-appointment of Shri M M Dhanuka (DIN 00193456) as Managing Director for a period of three years with effect from 14th August, 2024 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice and contained in the agreement to be entered into and approved by the Board of Directors of the Company, notwithstanding that he is above 70 years.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary such terms of appointment and remuneration subject to the recommendation of the Nomination and Remuneration Committee and within the limits specified in Schedule V to the Act and as may be agreed by Shri M M Dhanuka.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. **Appointment of Shri Rajesh R Muni (DIN 00193527) as an Independent Director of the Company**

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 Section 149, 150, 152 161 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and Regulations 17, 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Shri Rajesh R Muni (DIN 00193527) who was

appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee with effect from 29th July, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years with effect from 29th July, 2024 to 28th July, 2029, notwithstanding that on 23rd December, 2026 he shall attain the age of 75 years during his tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. Appointment of Shri Shanti Kumar Loonker (DIN 01482626) as an Independent Director of the Company

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, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and Regulations 17, 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Shanti Kumar Loonker (DIN 01482626) who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee with effect from 29th July, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years with effect from 29th July, 2024 to 28th July, 2029, notwithstanding that on 4th January, 2027 he shall attain the age of 75 years during his tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

7. Approval of Related Party Transactions

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 Regulation 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, and subject to such approval(s), consent(s) and/ or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to invest upto GBP 20,00,000 (GBP Two Million only) by way of of equity/ convert loan into equity, give loan or provide guarantee or security in connection with the loan availed or to be availed by M/s. Q C Polymer Limited, a Subsidiary Company in one or

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more tranches, for a period of five years.

RESOLVED FURTHER THAT the Board of the Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be necessary to give effect to this resolution.

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

Labdhi Shah

Company Secretary

Membership No.: A57600

Mumbai

26th July, 2024

Registered Office

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

Notes:

1. Pursuant to the General Circular No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 20/2020 dated 5th May, 2020, No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (collectively as 'MCA Circulars') and circulars dated 12th May, 2020 and dated 7th October, 2023 issued by the Securities and Exchange Board of India (collectively as 'SEBI Circulars') and all other relevant circulars issued from time to time, the Company is convening the 54th Annual General Meeting ('AGM') on 19th September, 2024 at 3.00 p.m. through Video Conference ('VC')/ Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the registered office of the Company.
2. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and vote.
3. In accordance with the aforesaid Circulars, the Notice of AGM alongwith Annual Report for the financial year 2023-24 has been sent only through electronic mode to the members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of AGM and Annual Report has been uploaded on the website of the Company at www.mysorepetro.com. The Notice of AGM and Annual Report can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com.
4. Corporate members intending to authorize its representatives are requested to send a certified scanned copy of the Board Resolution to the Company, authorizing their representatives to attend the AGM through VC/OAVM and vote on its behalf at the meeting.

5. In case of joint holders attending the AGM, 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.
6. The Members can join the AGM in the VC/ OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of the reckoning the quorum under Section 103 of the Companies Act, 2013 ('the Act')
8. The Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Businesses to be transacted at the meeting, is annexed hereto.
9. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') in respect of the Directors seeking appointment and re-appointment at the AGM forms an integral part of the notice.
10. The attention of the Members are drawn to the SEBI Circular Nos. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/70 dated 17th May, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023. Members holding shares in physical form are requested to furnish details like PAN, email address, mobile number, bank account details, signature and nomination by sending duly filled in Form ISR-1, ISR-2, ISR-3 / SH-13 along with other supporting documents viz. cancelled cheque, bank account no. to the Company at its Corporate Office at 401-404, Raheja Centre, Free Press Journal Marg, 214, Nariman Point, Mumbai – 400 021. The said forms are available on the website of the Company at www.mysorepetro.com/investor-information/. Further, Shareholders are requested to ensure that their PAN is linked to Aadhaar.
11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 13th September, 2024 to Tuesday, 17th September, 2024 (both days inclusive) for the purpose of AGM and payment of dividend, if declared.
13. If dividend, as recommended by the Board of Directors, is approved at the AGM, payment will be made subject to deduction of tax at source, on or after 26th September, 2024 as under:

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- a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the NSDL and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 12th September, 2024;
- b) To all Members holding shares in physical form, whose names stand on the Register of Members of the Company on 12th September, 2024.

The attention of the Members are drawn to the circulars referred to in Note 10 above whereby SEBI has mandated that with effect from 1st April, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, nomination, contact details, bank account details and specimen signature.

14. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. 1st April, 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 (IT Act). Members are, therefore, requested to complete and/or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their Depository Participants (DPs) or in case shares are held in physical form, with the Company, by sending documents through e-mail at ishah@mysorepetro.com latest by Thursday, 12th September, 2024.
15. In terms of Section 124 and 125 of the Act, the Company has transferred the dividend for the financial year 2015-16 which remained unpaid/unclaimed for seven consecutive years to Investor Education and Protection Fund (IEPF). Further the shares in respect of those dividend were also transferred to IEPF Authority. A statement of unclaimed dividend as on 31st March, 2024 is available on the Company's website <http://www.mysorepetro.com/investor-information-1/>

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") members may note that the unclaimed dividend for the year 2016-17 shall be liable to be transferred to IEPF on 13th October, 2024. If the shareholders have not claimed dividend for any of the seven consecutive years, the underlying shares on the above dividend shall also be transferred to IEPF.
16. The Members whose shares and dividend have been transferred to the IEPF Authority may claim the same by making an online application in Form IEPF - 5 available at <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html>. Members 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.
17. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA - M/s Bigshare Services Private Limited for assistance in this regard.

18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD- 3/P/ CIR/2023/195 dated 31st July, 2023 has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangement in which the Directors are interested under Section 189 of the Act, and all other documents referred to in the Notice will be available for inspection in electronic mode at the time of AGM.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
21. The AGM has been convened in compliance with the applicable provisions of the Act read with MCA and SEBI Circulars.

PROCESS FOR MEMBERS OPTING FOR E-VOTING:-

The remote e-voting period begins on Monday, 16th September, 2024 at 9.00 a.m. and ends on Wednesday, 18th September, 2024 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 12th September, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. 12th September, 2024.

How do I vote electronically using NSDL e-voting system?

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

Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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Login method for Individual shareholders holding securities in demat mode is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="316 235 1180 641">1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.<li data-bbox="316 641 1180 747">2. If you are not registered for IDEAS e-Services, option to register is available at https:// eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="316 747 1180 1144">3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.<li data-bbox="316 1144 1180 1245">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request to evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 EVEN of the Company is 129911 For example if folio number is 001*** and EVEN is 129911 then user ID is 129911001***

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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 "evoting@nsdl.com" mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to lshah@mysorepetro.com by 13th September, 2024.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to lshah@mysorepetro.com by 13th September, 2024. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote through e-voting system in the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at lshah@mysorepetro.com. The same will be replied by the Company suitably.
6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com / 022 - 4886 7000.

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.com.

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Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.

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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call 022 - 4886 7000 or send a request to evoting@nsdl.com
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. 12th September, 2024.
5. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 12th September, 2024, may obtain the login ID and password by sending a request to evoting@nsdl.com or to 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 have forgotten 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 no.: 022 - 4886 7000.

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 shall only be entitled to avail the facility of remote e-voting as well as e-voting during the AGM.
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 e-voting process in a fair and transparent manner.
8. The Results alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://www.mysorepetro.com/corporate-governance/> 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

Item No.:4

The Members of the Company at the 51st Annual General Meeting held on 5th August, 2021 had re-appointed Shri M M Dhanuka as Managing Director of the Company for a period of three years with effect from 14th August, 2021. His present term was upto 13th August, 2024.

Pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors re-appointed Shri M M Dhanuka as Managing Director for a further period of 3 years with effect from 14th August, 2024, subject to the approval of the members, on the remuneration, terms and conditions as set out herein.

He is B.E (Chem.) and has more than four decades of experience and expertise in the technical, production and marketing areas of the chemical industries. He has been responsible for the overall management of business and the corporate strategies of the Company.

Based on the recommendation of the NRC, it is proposed to re-appoint Shri M M Dhanuka as Managing Director on the remuneration, terms and conditions as set out below:

- I. Remuneration – ₹ 13,70,000/- per month in the scale of ₹ 13,70,000/- ₹14,70,000/- ₹ 15,80,000/-.
- II. Personal Pay - Equivalent to two month's remuneration per annum.
- III. Perquisites - In addition to the aforesaid remuneration & personal pay, he shall be entitled to the following perquisites which are classified in three categories:

Category A

- a) Housing
House Rent Allowance of ₹ 70,000/- per month.
- b) Medical re-imburement
Expenses incurred by him and his family in actuals.
- c) Leave
Earned leave as per rules of the Company.
- d) Club fees
Subject to a maximum of two clubs.
- e) Insurance
Cost of insurance in respect of mediclaim policy for self and family and personal accident insurance shall be borne by the Company.
- f) Other perquisites
Subject to the overall ceiling on remuneration, he may be given any other allowances, benefits, perquisites and facilities as the Board of Directors of the Company (which term includes any Committee thereof) may from time to time decide.

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Category B

Contribution to provident fund, superannuation fund or annuity fund as per the rules of the Company. Gratuity payable shall not exceed half month's salary for each completed year of service.

Category C

Provision for use of car and telephone as per the rules of the Company.

IV. Term of Appointment – For a period of 3 years and he shall be liable to retire by rotation.

Minimum Remuneration

Where, in any financial year during his tenure, the Company has no profits or its profits are inadequate, the above remuneration, bonus, perquisites, other allowances and commission, if applicable, shall be paid as the minimum remuneration pursuant to the provisions under Section II of Part II of Schedule V to the Act, and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Statement of information under Part II, Section II(B)(IV) of the Schedule V to the Companies Act, 2013

I. General Information

Nature of Industry	Trading
Date or expected date of Commercial Production	N.A.
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

Financial performance

(₹ in lakhs)

Particulars	For the year ended		
	31 st March, 2024	31 st March, 2023	31 st March, 2022
Total Income	4,206.43	3,107.90	3,515.63
Depreciation	44.75	42.71	59.44
Net Profit	916.29	408.88	875.14
Paid up Capital	658.76	658.76	658.76
Reserves and Surplus	9,879.40	9,126.19	8,878.87

Foreign Investments or collaborations, if any – There is no direct foreign investment in the Company except to the extent of shares held by NRI's /Foreign Institutional Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company.

II. Information about the Appointee

Background details	Given in the body of this statement
Past Remuneration	FY 2023-24 – ₹ 211.9 lakhs FY 2022-23 – ₹ 252.41 lakhs FY 2021-22 – ₹ 173.67 lakhs
Recognition and Awards	Nil

Job profile and his suitability	The appointee will be Managing Director of the Company and will be responsible for the management of the whole affairs of the Company. Keeping in view his experience, knowledge and tenure with the Company, it would be in the best interest of the Company to appoint him.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Apart from receiving managerial remuneration, he does not have any other pecuniary relationship with the Company

Comparative remuneration profile with respect to industry, size of company, profile of the position and person:

Shri M M Dhanuka has successfully proved his expertise in very effective manner and driven the Company towards the growth over the last several years. Hence, the Board of Directors considers that the remuneration proposed to him is justified commensurate with other organizations of similar type, size and nature of industry.

III. Other information:

1. Reasons for loss or inadequate profits: N.A.
2. Steps taken or proposed to be taken for improvement: The Company is exploring new opportunities.
3. Expected increase in productivity and profits in measurable terms: Not applicable.

In terms of Section 196(3)(a) of the Act, Shri M M Dhanuka being above 70 years, his appointment shall be subject to the approval of the Members by way of a special resolution. The Board of Directors recommends Special Resolution for your approval.

Except for Shri M M Dhanuka, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

Item Nos. 5 and 6

In accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 26th July, 2024 appointed Shri Rajesh R Muni (DIN 00193527) and Shri Shanti Kumar Loonker (DIN 01482626) as Additional Director in the category of Independent Directors of the Company for a term of five years with effect from 29th July, 2024 to 28th July, 2029.

Skills, expertise and competence

The Nomination and Remuneration Committee and the Board of Directors of the Company considered the skills, expertise and competencies such as financial knowledge, ability to take strategic decisions, experience, understanding of accounts, finance, corporate governance, risk management, general management, advisory and legal and regulatory matters, business ethics, commitment, independence, etc. which the proposed Independent Directors should possess.

Based on their skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board of Directors have recommended the appointment of Shri Rajesh R Muni and Shri Shanti Kumar Loonker as an Independent Directors pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ('the Act').

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The Company has received declarations/disclosures from Shri Rajesh R Muni and Shri Shanti Kumar Loonker which includes consent to act as a Director of the Company in terms of Section 152 of the Act, confirmation that they meet the criteria of independence under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') confirmation that they are not disqualified from being appointed as Director in terms of the provisions of Section 164(2) of the Act and are not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and that they are registered in the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Shri Rajesh R Muni and Shri Shanti Kumar Loonker fulfils the conditions specified in Section 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations and are independent of the management. Further, pursuant to Regulation 17(1A) of the SEBI Listing Regulations, the Company cannot continue the directorship of any person as non-executive director who has attained the age of 75 years without the approval of the shareholders by way of special resolution. Shri Rajesh R Muni and Shri Shanti Kumar Loonker shall attain the age of 75 years on 23rd December, 2026 and 4th January, 2027 respectively. The Nomination and Remuneration Committee and the Board took into consideration the profile as set out above and the skills and expertise of Shri Rajesh R Muni and Shri Shanti Kumar Loonker and have considered necessary to have them on the Board of the Company subject to the approval of the members of the Company by way of a Special Resolution.

Pursuant to Section 161 of the Act, they shall hold office upto the date of the next AGM. However, in view of the provisions of Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to obtain the approval of the shareholders of the Company within a period of three months from the date of appointment. The Company has received a notice under Section 160(1) of the Act proposing their respective candidature for the office of Director of the Company.

Shri Rajesh R Muni and Shri Shanti Kumar Loonker shall be paid remuneration by way of sitting fees for attending meetings of the Board of Directors or Committees thereof or for any other purpose as may be decided by the Board of Directors and reimbursement of expenses for participating in the meetings.

Copy of the draft appointment letters of Shri Rajesh R Muni and Shri Shanti Kumar Loonker setting out the terms and conditions of appointment are available for inspection by the Members through electronic mode subject to the request being received at lshah@mysorepetro.com.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards are annexed to this Notice.

Except for Shri Rajesh R Muni, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolutions set out at item no.5 of the Notice.

Except for Shri Shanti Kumar Loonker, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolutions set out at item no. 6 of the Notice.

The Board of Directors recommends the Special Resolutions as set out at item nos. 5 and 6 for the approval of the Members.

Item No. 7

During the year, the Company acquired majority stake in M/s. Q C Polymer Limited (“QC”) by virtue of which it became a Subsidiary of the Company. QC is in the business of recycling plastic waste. QC has approached the Company for an additional credit facilities upto GBP 20,00,000 over a period of time towards meeting its operational requirements.

QC is construed to be a ‘Related Party’ within the meaning of Section 2(76) of the Companies Act, 2013 (“the Act”) and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). The proposed transaction would exceed ten percent of the Company’s turnover and hence the same would be a ‘material’ related party transactions under Regulation 23 of the SEBI Listing Regulations. In accordance with this, it is, therefore, proposed to seek the approval of the shareholders for the material related party transactions to be entered into with QC.

The particulars of the transaction pursuant to the provisions of Section 188 of the Act and Companies (Meetings of Board and its Powers) Rules, 2015 are as under:

Type, material terms and particulars of the proposed transaction	Financial commitment by way of investment in equity shares/ convert loan into equity, give loan or provide guarantee or security
Name of the related party and its relationship with the Company including nature of its concern or interest	M/s. Q C Polymer Limited, Subsidiary Company
Tenure of the proposed transaction	Five years from the date of shareholders approval
Value of the proposed transaction	Upto GBP 20,00,000
Percentage of the Company’s annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	52.51%
For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided	More than 100%
Details of the source of funds in connection with the proposed transaction	Internal accruals
Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, if yes then, provide nature of indebtedness cost of funds and tenure	No
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<u>In case of equity:</u> The equity shares shall rank pari passu <u>In case of loan:</u> Rate of interest – 7% p.a. Tenure – 36 months Repayment – Upon completion of the tenure or on demand, whichever is earlier Unsecured

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The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For meeting the operational requirements
Justification as to why the transaction is in the interest of the Company	Financial support during the gestation period for better returns
A copy of the valuation or other external party report, if any such report has been relied upon	Nil

Members of the Promoters/Promoters Group are deemed to be interested in the business and shall not vote on the resolution.

The Board of Directors recommends the Ordinary Resolution for your approval.

Except Shri M M Dhanuka and Shri Nikunj Dhanuka, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the said resolution.

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

Labdhi Shah
Company Secretary
Membership No.: A57600

Mumbai
26th July, 2024

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

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2

Name	Shri Nikunj Dhanuka	Shri M M Dhanuka	Shri Rajesh R Muni	Shri Shanti Kumar Loonker
Directors Identification Number	00193499	00193456	00193527	01482626
Date of Birth	26 th May, 1967	17 th April, 1948	23 rd December, 1951	4 th January, 1952
Date of Appointment	28 th September, 1996	14 th September, 1982	29 th July, 2024	29 th July, 2024
Qualification	B.Com	B. E. (Chem.)	Chartered Accountant	Chartered Accountant
Expertise	Possess diverse experience and extensive knowledge on the functioning of chemical industries, finance & banking	Over four decades of experience and expertise on the functioning of chemical industries and overall governance of the Company.	Shri Rajesh R Muni is a fellow member of the Institute of Chartered Accountants of India. He is Practicing Chartered Accountants and has over four decades of vast experience in audit and taxation.	Shri Shanti Kumar Loonker is a fellow member of the Institute of Chartered Accountants of India and is a Practicing Chartered Accountant having over four decades of experience in the field of Indirect Taxation.
Directorship held in Listed Companies	I G Petrochemicals Limited	I G Petrochemicals Limited	Inspirisys Solutions Limited	NIL
Chairmanship / Membership of Committees in other Public Companies	NIL	1. I G Petrochemicals Limited Audit Committee-Member 2. I G Petrochemicals Limited Stakeholders Relationship Committee-Member	1. Inspirisys Solutions Limited Stakeholders Relationship Committee - Member 2. Inspirisys Solutions Limited-Audit Committee-Chairman	NIL
Name of listed entities from where the Director have resigned in last 3 years	NIL	NIL	NIL	NIL
Shareholding	180 shares	60,900 shares	NIL	NIL
Relationship between directors inter-se	NIL	NIL	NIL	NIL

Note: In respect of re-appointment of Shri M M Dhanuka and Shri Nikunj Dhanuka, the terms and condition terms and conditions of appointment remains unchanged. Remuneration and number of meetings attended forms part of the Corporate Governance Report.