



# mysore petro chemicals limited

11<sup>th</sup> August, 2023

**BSE Limited**

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

**Scrip Code: 506734**

Dear Sir/Madam,

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

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 53<sup>rd</sup> Annual General Meeting of the members of the Company will be held on Tuesday, 5<sup>th</sup> September, 2023 at 3.00 p.m. through Video Conference /Other Audio Visual Means.

Kindly take the same on your record.

Thanking you,

Yours faithfully,  
For Mysore Petro Chemicals Limited

Labdhi Shah  
Company Secretary

# Mysore Petro Chemicals Limited

## NOTICE

**NOTICE** is hereby given that the 53<sup>rd</sup> Annual General Meeting of **Mysore Petro Chemicals Limited** will be held on **Tuesday, 5<sup>th</sup> September, 2023 at 3:00 p.m.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Report of the Board of Directors and the Auditors' thereon.
2. To declare Dividend for the financial year ended 31<sup>st</sup> March, 2023.
3. To appoint a Director in place of Shri Madan Mohan Dhanuka (DIN 00193456) who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

#### 4. **Approval of Material Related Party Transactions with I G Petrochemicals Limited**

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, 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 or re-enactment thereof for the time being in force) and other applicable laws, if any, 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 the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted by the Board from time to time to exercise its powers) to sell the immovable properties of the Company as stated in the explanatory statement annexed herewith to M/s I G Petrochemicals Ltd. (CIN L51496GA1988PLC000915), a related party of the Company at a consideration of ₹ 14.50 Crores (Rupees Fourteen Crores and Fifty Lakhs Only).

**RESOLVED FURTHER THAT** any Director or the Chief Financial Officer or the Company Secretary of the Company be and is hereby severally authorized to perform all such acts, deeds, matters and things, as may be necessary, including but not limited to finalizing the terms and conditions, methods and mode and execute necessary documents, including contract(s)/ agreement(s) and other ancillary documents in relation thereto."

#### 5. **To amend the Memorandum of Association 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 13 of the Companies Act, 2013 and other applicable provisions, if any, read with the Rules framed thereunder (including any statutory modification or any re-enactment thereof for the time being in force) Clause II of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

*II. The Registered Office of the Company will be situated in the state of Karnataka.*

**RESOLVED FURTHER THAT** any Director or the Chief Financial Officer or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, to give effect to this Resolution and for matters connected therewith or incidental thereto.”

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

**Labdhi Shah**  
Company Secretary

Mumbai  
26<sup>th</sup> May, 2023

## Registered Office

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

## Notes:

1. Pursuant to the General Circular No.14/2020 dated 8<sup>th</sup> April, 2020, No. 17/2020 dated 13<sup>th</sup> April, 2020, No. 20/2020 dated 5<sup>th</sup> May, 2020, No. 10/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (collectively as 'MCA Circulars') and circulars dated 12<sup>th</sup> May, 2020 and dated 5<sup>th</sup> January, 2023 issued by the Securities and Exchange Board of India (collectively as 'SEBI Circulars') and all other relevant circulars issued from time to time, physical attendance of the members to the deemed venue of the AGM is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM) & the registered office shall be the deemed venue. Hence, members can attend and participate in the ensuing Annual General Meeting (AGM) through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the MCA, 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 2022-23 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/](http://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](http://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](http://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 representative 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, 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 Business to be transacted at the meeting, is annexed hereto.

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9. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') in respect of the Director seeking re-appointment at the AGM forms an integral part of the notice.
10. The attention of the Members are drawn to the SEBI circular dated 16<sup>th</sup> March, 2023 "Common and simplified norms for processing investor's service requests by RTA's". 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/](http://www.mysorepetro.com/investor-information/). The Folios wherein any one of the above cited document / details are not available on or after 1<sup>st</sup> October, 2023, shall be frozen by the Registrar and Share Transfer Agent of the Company and the Members will neither be eligible to lodge grievance or avail service request from the RTA nor be eligible for receipt of dividend in physical mode.  
Further, Shareholders are requested to ensure that their PAN is linked to Aadhaar failing which the folio shall be frozen. Such frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002 after 31<sup>st</sup> December, 2025.
11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations as amended, and the MCA Circulars the Company is providing facility of remote e-voting to its members in respect of the business 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 Wednesday, 30<sup>th</sup> August, 2023 to Friday, 1<sup>st</sup> September, 2023 (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 12<sup>th</sup> September, 2023 as under:
  - 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 29<sup>th</sup> August, 2023;
  - b) To all Members holding shares in physical form, whose names stand on the Register of Members of the Company on 29<sup>th</sup> August, 2023.
14. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. 1<sup>st</sup> 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 [udhuri@igpetro.com](mailto:udhuri@igpetro.com) latest by Monday, 28<sup>th</sup> August, 2023.
15. In terms of Section 124 and 125 of the Act, the Company has transferred the dividend for the financial year 2014-15 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 declared at the last AGM held on 27<sup>th</sup> September, 2022 as on 31<sup>st</sup> March, 2023 is available on the Company's website [www.mysorepetro.com](http://www.mysorepetro.com).  
Further, pursuant to the provisions of Section 124(5) and Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") and amendments thereto, members may note that the unclaimed dividend for the year 2015-16 shall be liable to be transferred to IEPF on 28<sup>th</sup> September, 2023. 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 [www.iepf.gov.in](http://www.iepf.gov.in). 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-cashed 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 1<sup>st</sup> 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. 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.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
20. 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 Saturday, 2<sup>nd</sup> September, 2023 at 9.00 a.m. and ends on Monday, 4<sup>th</sup> September, 2023 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. 29<sup>th</sup> August, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paidup equity share capital of the Company as on the cut-off date, i.e. 29<sup>th</sup> August, 2023.

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

#### 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 9<sup>th</sup> 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.

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>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-voting</b>" under e-voting services and you will be able to see e-voting page. Click on <b>Company name</b> or <b>e-voting service provider</b> i.e. <b>NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "<b>Login</b>" 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</li> </ol>

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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.

- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 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](http://www.cdslindia.com) and click on **login** icon & New System Myeasi Tab and then user your existing my easi username & password.
- 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.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- 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](http://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 evoting is in progress and also able to directly access the system of all e-voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

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.

**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.

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 thee - 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 124992  For example if folio number is 001*** and EVEN is 124992 then user ID is 124992001***

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.

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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](http://www.evoting.nsdl.com).

b) **Physical User Reset Password**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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, click 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.

## **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), self- attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by email to [udhuri@igpetro.com](mailto:udhuri@igpetro.com) on or before 31<sup>st</sup> August, 2023.



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, self attested scanned copy of PAN card, self attested scanned copy of Aadhar Card to [udhuri@igpetro.com](mailto:udhuri@igpetro.com) by 31<sup>st</sup> August, 2023. 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 shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

## **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 at 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 [udhuri@igpetro.com](mailto:udhuri@igpetro.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.co.in](mailto:evoting@nsdl.co.in) / 022-2499 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](mailto:mferraocs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF,

# Mysore Petro Chemicals Limited

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](http://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](http://www.evoting.nsdl.com) or call 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 29<sup>th</sup> August, 2023.
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. 29<sup>th</sup> August, 2023, may obtain the login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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](http://www.evoting.nsdl.com) or contact NSDL at the following toll-free no.: 1800-222- 990.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date 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 [www.mysorepetro.com](http://www.mysorepetro.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

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

### Item No.:4

The Company owns immovable properties situated at Unit Nos. 401, 403, 404 and 414, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai - 400 021, ("the said premises"). Considering the limited scope of operations of the Company and the future business opportunities, it is considered fit to monetize the assets of the Company. The Board of Directors of the Company at their meeting held on 26<sup>th</sup> May, 2023 had, on the recommendation of the Audit Committee, accorded its approval to sell the said premises at a total consideration of ₹ 14.50 Crores (Rupees Fourteen Crores and Fifty Lakhs only), to M/s I G Petrochemicals Ltd. (IGPL) subject to the approval of the members of the Company. The said consideration amount was based on the valuation of the property as carried out by M/s Value Add Consultant, a Registered Valuer and their report dated 11<sup>th</sup> May, 2023.

IGPL 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 10% 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 transaction to be entered into with IGPL.

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:

<b>Name of the Related Party</b>	I G Petrochemicals Limited
<b>Name of the Director/ KMP who is related</b>	Shri Madan Mohan Dhanuka – Managing Director Shri Nikunj Dhanuka – Non-Executive Director
<b>Nature of Relationship</b>	Entity related to Promoter/Promoter Group
<b>Monetary Value</b>	₹ 14.50 Crores
<b>Whether the transactions have been approved by the Audit Committee and the Board of Directors</b>	Yes
<b>Nature, Material terms and particulars of arrangement.</b>	Sale of Unit Nos. 401, 403, 404 and 414 (admeasuring 3,544 sq. ft. built-up) along with two car parkings to M/s I G Petrochemicals Ltd. situated at Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai - 400021.
<b>Any other information relevant or important for the Members to take a decision on the proposed resolution</b>	The proposed transaction is at arms' length basis.

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

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

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

#### Item No. 5

The attention of the members of the Company is drawn to Clause II of the Memorandum of Association of the Company whereat the registered office of the Company is stated to be as situated in the State of Mysore which was in accordance with the laws then prevailing.

The 'State of Mysore' was renamed as 'State of Karnataka' w.e.f. 1<sup>st</sup> November, 1973 by the Government of India. It is, therefore, deemed fit to make necessary amendment to Clause II, Registered Office clause of the Memorandum of Association of the Company.

It is clarified that on account of the above, there is no change in the situation of the registered office of the Company which continues to be D - 4, Jyothi Complex, 134/1, Infantry Road, Bengaluru – 560 001.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, in the said resolution.

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

**Labdhi Shah**  
Company Secretary

Mumbai  
26<sup>th</sup> May, 2023

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

# Mysore Petro Chemicals Limited

## DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

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

<b>Name</b>	<b>Shri Madan Mohan Dhanuka</b>
Directors Identification Number	00193456
Age	75 years
Date of Appointment	14 <sup>th</sup> September, 1982
Qualification	B.E.
Expertise	He has extensive knowledge on the functioning of Chemical Industries and is in charge of the overall affairs of the Company
Directorship held in Listed Companies	I G Petrochemicals Limited
Chairmanship / Membership of Committees in other Public Companies	<u>I G Petrochemicals Limited</u> Audit Committee – Member Stakeholders Relationship Committee – Member
Name of listed entities from where the Director have resigned in last 3 years	NIL
Number of Shares held	60,900 Shares
Relationship between directors inter-se	Nil

Note: The terms and conditions of appointment remains unchanged. Remuneration and number of meetings attended forms part of the Corporate Governance Report.