



mysore petro chemicals limited

2nd September, 2022

SECT/306

BSE Limited

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

Scrip Code: 506734

Dear Sir,

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 52nd Annual General Meeting (AGM) of the members of the Company will be held on Tuesday, 27th September, 2022 at 2.30 p.m. through Video Conference (VC) / Other Audio Visual Means (OVAM).

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Mysore Petro Chemicals Limited

SHAH LABDHI SANDIP
Digitally signed by
SHAH LABDHI SANDIP
Date: 2022.09.02
18:54:40 +05'30'

Labdhi Shah
Company Secretary

Mysore Petro Chemicals Limited

NOTICE

NOTICE is hereby given that the 52nd Annual General Meeting of **Mysore Petro Chemicals Limited** (CIN: L24221KA1969PLC001799) will be held on **Tuesday, 27th September, 2022 at 2:30 p.m.** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

AS ORDINARY BUSINESS

1. To consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended 31st March, 2022 and the Report of the Board of Directors and the Auditors' Report thereon.
2. To declare Dividend for the financial year ended 31st March, 2022.
3. To appoint a Director in place of Shri S N Maheshwari (DIN 00193540) who retires by rotation and being eligible offers himself for re-appointment.
4. **Appointment of Statutory Auditors**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or re-enactment thereof), M/s. RMJ & Associates LLP, Chartered Accountants, (Firm's Registration No. W100281), be and are hereby appointed as the Statutory Auditors of the Company to hold office for five (5) consecutive years from the conclusion of this Annual General Meeting (AGM) until the conclusion of 57th AGM to be held in the year 2027 on such remuneration as shall be decided by the Board of Directors of the Company in consultation with the Statutory Auditors of the Company."

AS SPECIAL BUSINESS

5. **Modification in remuneration of Shri M M Dhanuka, Managing Director**

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

"RESOLVED THAT in partial modification to the members approval accorded in the Annual General Meeting held on 5th August, 2021 and pursuant to the provisions of Section 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 modify the remuneration of Shri M M Dhanuka (DIN 00193456) as set out in the explanatory statement annexed to the notice with effect from 1st April, 2022 for the remainder of his term and that all other terms and conditions as approved by the members at their Annual General Meeting held on 5th August, 2021 shall remain unchanged."

6. **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 ("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, 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 the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and M/s I G Petrochemicals Ltd. to trade in Orthoxylene, Phthalic Anhydride, Maleic Anhydride, Benzoic Acid, Diethyl Phthalate and other products for a period of five years upto ₹ 50,00,00,000/- p.a. (Rupees Fifty Crores only per annum).

RESOLVED FURTHER THAT the Board be and is 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; seeking necessary approvals from the authorities and to take all such decisions from powers herein conferred.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

7. Approval of Material Related Party Transactions with Bluesky Petrochem 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 ("SEBI Listing Regulations"), as amended from time to time, Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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, 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 ("the Board") which expression includes any Committee constituted by the Board to exercise its powers to enter into material related party transaction(s)/contract(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) to provide a letter of credit facilities to M/s Bluesky Petrochem Ltd. upto an amount of ₹ 30,00,00,000/- p.a. (Rupees Thirty Crores only per annum) for a period of five years.

RESOLVED FURTHER THAT the Board be and is 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; seeking necessary approvals from the authorities and to take all such decisions from powers herein.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

8. Investments under Section 186 of the Companies Act, 2013

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 186 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act read with Rules framed thereunder, (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of the Directors of the Company ("the Board") which expression includes any Committee constituted by the Board to exercise its powers, to give any loan to any person or other body corporate or to give any guarantee or provide any security in connection with a loan to any other body corporate or person and to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to, however, that the aggregate of the loans and investments so far made

Mysore Petro Chemicals Limited

in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 200,00,00,000/- (Rupees Two Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to arrange to fix the terms and conditions from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any Committee of Directors and/or Directors and/or Officers of the Company."

9. Grant of letter of credit facility pursuant to Section 185 of the Companies Act, 2013

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 185 of the Companies Act, 2013 read with Rules framed thereunder, (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of the Directors of the Company ("the Board") which expression includes any Committee constituted by the Board to give any guarantee or provide any security in connection with any credit facilities to be availed by Bluesky Petrochem Ltd., in whom the Directors of the Company are deemed to be interested, upto ₹ 30,00,00,000/- (Rupees Thirty Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize and settle the terms and conditions of the facility and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

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

Labdhi Shah
Company Secretary

Mumbai
8th August, 2022

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

Notes :

1. In view of the continuing Covid-19 pandemic and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 by Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/DIR/P/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board of India (SEBI), physical attendance of the members at the venue of the Annual General Meeting (AGM) is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated 8th 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, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. 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
4. 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.
5. 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.
6. 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").
7. The Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Business to be transacted at the AGM, is annexed hereto.
8. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), in respect of the Directors seeking re-appointment at the AGM, forms an integral part of the notice.
9. In accordance with the aforesaid Circulars, the Notice of AGM alongwith Annual Report 2021-22 has been sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of AGM and Annual Report will be available on the website of the Company at www.mysorepetro.com and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com. A person who is not a Member as on the cut off date should treat this Notice for information purpose only.
10. Members whose email addresses are not registered can register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
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 Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 5th May, 2022 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 National Securities Depository Limited (NSDL) for facilitating

Mysore Petro Chemicals Limited

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, 21st September, 2022 to Friday, 23rd September, 2022 (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 meeting, payment will be made subject to deduction of tax at source on or after 4th October, 2022 as under:
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 20th September, 2022;
 - b) To all Members holding shares in physical form, whose names stand on the Register of Members of the Company on 20th September, 2022.
14. Members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form should send a request updating their bank details, to the Company's RTA.
15. Pursuant to the changes introduced by the Finance Act, 2020, dividend income will be taxable in the hands of the members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to members at the prescribed rates:

For Resident Members, taxes shall be deducted at source under Section 194 of the Income Tax Act, as follows:

Valid PAN of member available with the Company	7.5% or as notified by the Government of India
Members without PAN/invalid PAN with the company	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual member if the total dividend to be received by them during the financial year 2021-22 does not exceed ₹ 5,000/- and also in cases where members provide form 15G (applicable to any person other than a company or a firm)/form 15H (applicable to an Individual who is 60 years and older) subject to conditions specified in the Act. Members may also submit any other document as prescribed under the Act to claim a lower/nil withholding tax. PAN is mandatory for members providing form 15G/ form 15H or any other documents as mentioned above.

For Non-Resident Members, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable Sections of the Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by Government of India on the amount of dividend payable. However, as per Section 90 of the Act, non-resident members may have an option to be governed by the provisions of the Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. In order to avail the benefits of DTAA, the non-resident members will have to provide necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

The aforementioned documents are required to be submitted at udhuri@gigpetro.com on or before Saturday, 17th September, 2022 in order to enable the Company to determine and deduct appropriate TDS/withholding tax. Incomplete, unsigned forms and declarations and/or any communication on tax determination received after 17th September, 2022 will not be considered by the Company.

16. A statement of unclaimed dividend declared at the last AGM held on 5th August, 2021 as on 31st March, 2022 is available on the Company's website 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, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF authority.

Members may note that the dividend declared by the Company for the year 2014-15 and remaining unclaimed shall be liable to be transferred to IEPF on 30th September, 2022. If dividend is not claimed for any of the seven consecutive years, the underlying shares on the above dividend shall also be transferred to IEPF.

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 Member should note that only one consolidated claim can be filed in a financial year as per the IEPF Rules. Members are advised to claim any un-encashed dividends before it becomes due for transfer to IEPF.

17. The members whose bank details are not registered with the Company are requested to notify the name of the bank and the branch, MICR No., IFSC, the nature of account and their Core Banking Solutions account number (CBS A/c No.) to the Company/RTA, in respect of shares held in physical form and to their Depository Participant in case of shares held in electronic form.
18. Pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and 14th December, 2021, the Company has sent the letters to all the members of the Company holding shares in physical form asking them to furnish their PAN, KYC details and Nomination in Form ISR-1, ISR- 3 and SH-13 which are available on the website of the Company at www.mysorepetro.com/investor-information/. The members of the Company holding shares in physical form may note that folios which are not KYC compliant available on or after 1st April, 2023, shall be frozen and the members will neither be eligible to lodge grievance or avail service request from the RTA nor eligible for receipt of dividend in physical mode.
19. The attention of the members are invited to the Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 issued by SEBI whereby in cases pertaining to issue of duplicate share certificate; transmission, claim from Unclaimed Suspense Account; renewal/ exchange of certificate, etc. can be issued only in demat form. Members are requested to take note of the same and submit Form ISR-4 along with their service requests referred herein, the format of which is available at www.mysorepetro.com/investor-information/.
20. Members seeking any information with regard to the accounts or any matter to be placed at the AGM may write to the Company on or before 21st September, 2022 at udhuri@igpetro.com
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

The instructions for shareholders voting electronically are as under:

In compliance with provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services provided by NSDL.

The remote e-voting period begins on Saturday, 24th September, 2022 (9:00 am) and ends on Monday, 26th September, 2022 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th September, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Mysore Petro Chemicals Limited

Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

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 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.

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">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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. 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the

Type of shareholders	Login Method
	<p>remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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 abovementioned website.

Mysore Petro Chemicals Limited

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 at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method 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 Shareholders' section.
3. A new screen will open. You will have to enter your User ID, Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services 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 Demas 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 121246. For example if folio number is 001*** and then user ID is 121246001***

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 at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN your name and your registered address.
 - 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.

Step 2: 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.

Mysore Petro Chemicals Limited

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to udhuri@igpetro.com on or before 22nd September, 2022.
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), AADHAAR (self-attested scanned copy of Aadhaar Card) to udhuri@igpetro.com. 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.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:

- a) 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 link" placed under "Join Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. 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.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) Members 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. The same will be replied by the Company suitably.
- f) Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-1020-990 and 1800-224-430.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mferraocs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990 and 1800-224-430 or send a request at evoting@nsdl.co.in
4. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 20th September, 2022.
5. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Issuer/RTA.
6. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll-free no.: 1800-1020-990 and 1800-224-430.
7. 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 through remote e-voting.
8. Shri Martinho Ferrao (Membership No. 6221) or failing him Shri Shiv Kumar Vaishy (Membership No. 45528) Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
9. The Results alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mysorepetro.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately intimated to the BSE Limited.

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

Item No.: 4

Pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with applicable Rules framed thereunder, M/s MSKA & Associates, the existing Statutory Auditors of the Company will complete their term as Statutory Auditors of the Company at the conclusion of the ensuing 52nd Annual General Meeting ('AGM').

In terms of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, and Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee and the Board of Directors have considered and recommended to appoint, M/s RMJ & Associates LLP, Chartered Accountants, (Firm's Registration No. W100281) as the Statutory Auditors of the Company. M/s. RMJ & Associates LLP, a peer reviewed firm have given their consent to act as the Statutory Auditors and has issued a certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Act and the rules made thereunder. The firm comprises of 80 plus team members led by 5 Partners and a Senior Consultant having rich experience in their area of domain. It is proposed to appoint M/s. RMJ & Associates LLP for a term of five (5) years to hold office from the conclusion of the 52nd AGM till the conclusion of the 57th AGM subject to the approval of the Members of the Company on such remuneration plus applicable taxes and out-of-pocket expenses incurred in connection with the Audit as may be decided by the Board. The present remuneration of the Statutory Auditors is Rupees Five Lakhs only plus applicable taxes and reimbursement of out-of-pocket expenses incurred. The total remuneration proposed to be paid to the Statutory Auditors would be commensurate with their services. Subject to the approval of the shareholders, the Audit Committee and the Board of Directors may decide the remuneration of the Statutory Auditors on a mutually agreed terms.

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

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

Item No. 5

The members of the Company at their 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.

One of the perquisites approved was the reimbursement of medical expenses incurred by him and his family upto a limit of ₹ 5 lakhs per annum.

Shri M M Dhanuka is a founder member and has been associated with the Company from last 4 decades. It is felt that the existing limit of medical reimbursement needs to be revised considering the overall responsibilities shouldered by him and the increased cost of medical expenses. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has, therefore, proposed that the limit on the reimbursement of medical expenses be removed and the same be reimbursed at actuals.

All other terms and conditions of his appointment remains unchanged.

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

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

Item No. 6

The members of the Company at their 46th Annual General Meeting held on 23rd August, 2016 had accorded their consent

to enter into related party transactions with I G Petrochemicals Ltd for trading in petrochemical products.

The proposed transaction(s) would exceed 10% of the Company's turnover and hence the same would be construed as a 'material' related party transactions under Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). In view of the recent amendment to the SEBI Listing Regulations and the circulars issued by SEBI, all material related party contracts or arrangements entered into prior to the date of the notifications of the aforesaid regulations and which may continue beyond such date shall be placed for the approval of the shareholders in the first general meeting subsequent to notification of these 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 M/s I G Petrochemicals Ltd. for the purpose of trading in Orthoxylene, Phthalic Anhydride, Maleic Anhydride, Benzoic Acid, Diethyl Phthalate and other products as described below:

Name of the Related Party	I G Petrochemicals Limited
Name of the Directors/ KMP who is related	Shri M M Dhanuka – Managing Director Shri Nikunj Dhanuka – Non-Executive Director
Nature of Relationship	Promoter
Monetary Value	₹ 50 Crores per annum
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Nature, Material terms and particulars of arrangement.	Trading of petrochemical and other products
Any other information relevant or important for the Members to take a decision on the proposed resolution	At arms' length basis and in the ordinary course of business

The consent of the members is sought for entering into the above transaction for a period of five years commencing from 1st October, 2022 to 30th September, 2027.

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 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.

Item No. 7

The Company has been sanctioned the credit facilities by RBL Bank upto an amount of ₹ 30 Crores. The Company has been approached by Bluesky Petrochem Limited (hereinafter referred to as "Bluesky"), an entity in which the Promoter Group of the Company are interested, to avail Letter of Credit facility upto an amount of ₹ 30 Crores on their behalf from RBL Bank for its trading activities. Subject to the approval of the shareholders, the credit facilities would be utilized by Bluesky and it is, therefore, proposed that the realisations from the said utilization would accrue to the benefit of the Company.

The proposed transaction(s) is expected to be in excess of 10% of the Company's turnover and hence, the same would be construed as a 'material' related party transaction under Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). In view of the recent amendment to the SEBI Listing Regulations and the circulars issued by SEBI, all material related party contracts or arrangements shall be subject to the approval of the shareholders. 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 Bluesky for a period of five years commencing from 1st October, 2022 to 30th September, 2027.

Mysore Petro Chemicals Limited

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

Name of the Related Party	Bluesky Petrochem Limited
Name of the Directors/ KMP who is related	Shri M M Dhanuka – Managing Director Shri Nikunj Dhanuka – Non-Executive Director
Nature of Relationship	Entity controlled by the Promoters/Promoter Group
Monetary Value	₹ 30 Crores per annum
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Nature, Material terms and particulars of arrangement.	Grant of Letter of Credit facility
Any other information relevant or important for the Members to take a decision on the proposed resolution	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 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.

Item No. 8

The members of the Company at an Annual General Meeting held on 14th August, 2018 had accorded an approval to increase the overall limit of investment upto ₹ 100,00,00,000 (Rupees One Hundred Crores Only) in accordance with the provisions of Section 186 of the Companies Act, 2013 ("the Act").

The Board of Directors of the Company proposes to increase the aforesaid limit of investments upto ₹ 200,00,00,000/- (Rupees Two Hundred Crores) in order to optimize the usage of funds available with the Company and also to achieve long term strategic and business objectives.

Since the proposed limit of investments as stated above would be in excess of higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves, the same needs to be approved by the shareholders by way of special resolution in accordance with the provisions of Section 186(3) of the Act and the Rules made thereunder.

Approval of the members of the Company is, therefore, sought to make investments upto an amount not exceeding ₹ 2,00,00,00,000/- (Rupees Two Hundred Crores) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Act.

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

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company are interested in the said resolution.

Item No. 9

The attention of the members is drawn to item number 7 whereby Bluesky Petrochem Ltd an entity in which the Promoter Group of the Company are deemed to be interested has approached the Company to avail Letter of Credit facility upto an amount of ₹ 30 Crores on their behalf from RBL Bank for the import of materials for its trading activities.

Subject to the approval of the shareholders, the credit facilities of the Company would be utilized by Bluesky for its principal business activities. It is proposed that the realisations from the said utilization would accrue to the benefit of the Company.

Pursuant to provisions of Section 185 of the Companies Act, 2013 ("the Act") a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested subject to the approval of the members. Since the availing of facilities by Bluesky as referred to in item no. 7 of this notice would be construed as a guarantee by the Company, approval of the members of the Company is sought in accordance with Section 185 of the Act.

The Board of Directors recommends the Special 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

Mumbai
8th August, 2022

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

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

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

Name	Shri S N Maheshwari
Directors Identification Number	00193540
Age	65 years
Date of Appointment	19/11/2001
Qualifications	B.com; F.C.A.
Expertise	He has extensive knowledge and experience in finance, accounts and taxation areas.
Directorship held in Listed Companies	Nil
Chairmanship / Membership of Committees in other Public Companies	Nil
Number of Shares held	700 Shares
Relationship between directors inter-se	Nil

Note: The terms and conditions of appointment remains unchanged.
Remuneration and number of meetings attended is mentioned in the Corporate Governance Report.