



# mysore petro chemicals limited

SECT/306  
20<sup>th</sup> May, 2018

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

**Scrip Code: 506734**

Dear Sir,

**Sub: Notice of 48<sup>th</sup> Annual General Meeting and Book Closure.**

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we enclose herewith notice of 48<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on **Tuesday, 14<sup>th</sup> August, 2018 at 12.30 p.m. at Hotel Ajantha, Rohini Hall, 22A, M G Road, Ashok Nagar, Bengaluru-560001.**

Notice is also given under Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 that the Registrar of Member and Share Transfer Books of the Company will remain closed on Wednesday, 8<sup>th</sup> August, 2018 and Thursday, 9<sup>th</sup> August, 2018 for the purpose of Annual General Meeting and determining the names of the Members eligible to receive dividend.

Kindly take the same on records.

Thanking you,

Yours faithfully,  
For Mysore Petro Chemicals Limited

Pragati Nathani  
Company Secretary

Encl: as above

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the 48<sup>th</sup> Annual General Meeting of the members of **MYSORE PETRO CHEMICALS LIMITED** (CIN: L24221KA1969PLC001799) will be held at **Hotel Ajantha, Rohini Hall, 22-A, M G Road, Ashok Nagar, Bengaluru – 560 001** on **Tuesday, 14<sup>th</sup> August, 2018** at 12:30 p.m. to transact the following business :

### As Ordinary Business

1. To consider and adopt the standalone & consolidated audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the report of the Board of Directors and the Auditors' thereon.
2. To declare dividend on Equity Shares.
3. To appoint a director in place of Shri Nikunj Dhanuka (DIN 00193499) who retires by rotation and being eligible offers himself for reappointment.

### As Special Business

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

**“RESOLVED THAT** pursuant to Section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted for continuation of holding of office of Managing Director & CEO by Shri M M Dhanuka (DIN 00193456) who has attained the age of seventy years on 17<sup>th</sup> April, 2018 upto the expiry of his term of office, on the same terms and conditions as stated in the agreement dated 24<sup>th</sup> August, 2015 duly approved by the members.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**“RESOLVED THAT** in accordance with the provision of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary and in terms of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to appoint Shri M M Dhanuka (DIN 00193456) as Managing Director & Chief Executive Officer of the Company, for a period of three years w.e.f. 14<sup>th</sup> August, 2018 on the remuneration, terms and conditions as recommended by the Nomination & Remuneration Committee and as set out in the explanatory statement annexed to this notice convening the meeting and as enumerated in the agreement approved by the Board of Directors of the Company and proposed to be entered into with Shri M M Dhanuka, a copy whereof has been submitted to this meeting, which agreement is also hereby specifically approved.

**RESOLVED FURTHER THAT** subject to the recommendation of the Nomination and Remuneration Committee, the Board of Directors be and is hereby authorised to alter or vary such terms of appointment and remuneration within the limits specified in Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, as may be deemed necessary in this regard.”

6. 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 read with Rules framed thereunder and other applicable provisions, if any, of Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate and (d) to invest the funds of the Company from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 100,00,00,000 (Rupees One 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 Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

Mumbai  
29<sup>th</sup> May, 2018

**Pragati Nathani**  
Company Secretary

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

# Mysore Petro Chemicals Limited

## Notes :

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting is annexed hereto and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Proxies in order to be effective must be received by the Company at its Registered Office not later than 48 hours before the commencement of the meeting. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
5. A statement giving the relevant details of the Directors seeking appointment/re appointments under item nos. 3 and 5 of the accompanying Notice as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto. The Directors have furnished the requisite declaration for their appointment/re-appointment.
6. The Register of Members and Share Transfer Books of the Company will remain closed on Wednesday, 8<sup>th</sup> August, 2018 and Thursday, 9<sup>th</sup> August, 2018 for the purpose of Annual General Meeting and payment of dividend, if declared.
7. If dividend as recommended by the Board of Directors is approved at the meeting, payment will be made on or after 20<sup>th</sup> August, 2018 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 7<sup>th</sup> August, 2018;
  - b) To all Members holding shares in physical form, whose names stand on the Register of Members of the Company on 7<sup>th</sup> August, 2018.
8. Members are requested to immediately intimate change of address, if any, to the Company/Registrar & Transfer Agent (RTA).
9. During the year, there was no amount which was liable to be transferred to the Investor Education and Protection Fund (IEPF) in terms of Sections 124 of the Companies Act, 2013. A statement of unclaimed dividend declared at the last AGM held on 7<sup>th</sup> September, 2017 is available on the Company's website [www.mysorepetro.com](http://www.mysorepetro.com). Members are requested to claim their dividend before they become due for transfer to IEPF.

Further, pursuant to the provisions of Section 124(5) and Section 124(6) of the Companies Act, 2013 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.

The Members whose shares have been transferred to the IEPF Authority may claim the shares by making an application to IEPF Authority in Form IEPF 5 available at [www.iepf.gov.in](http://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.

10. Electronic copy of the Annual Report is being sent to the members whose email ID's are registered with the Company/ Depositories for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies are being sent in the permitted mode and they are requested to register their e-mail address with the Company to facilitate the faster receipt of communication and avoid any possible loss in postal transit apart from benefits resulting out of reduction in paper consumption and contributing towards a greener environment.
11. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company/RTA for assistance in this regard.
12. In case of joint holders attending the meeting, 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.
13. Members may also note that the Notice of the 48<sup>th</sup> Annual General Meeting and the Annual Report for the year 2017-18 will also be available on the Company's website [www.mysorepetro.com](http://www.mysorepetro.com) for download.
14. A route map showing directions to reach the venue of the meeting is given in the Annual Report.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal working days, up to and including the date of the Annual General Meeting of the Company.
16. The Company is providing the facility to the Members to cast their vote by electronic means i.e. through the e-voting services provided by NSDL on all resolutions set forth in this Notice and the Members may cast their vote on resolutions through e-voting.
17. The facility for voting by ballot or polling paper shall also be made available to the Members at the meeting and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to vote either through ballot or poll at the meeting. However, Members who have cast their vote by remote e-voting prior to the meeting may attend the meeting but they shall not be able to cast their vote again at the meeting.

#### **PROCESS FOR MEMBERS OPTING FOR E-VOTING**

##### **The instructions for members 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 facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The remote e-voting period commences on Saturday, 11<sup>th</sup> August, 2018 (9:00 am) and ends on Monday, 13<sup>th</sup> August, 2018 (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.

## Mysore Petro Chemicals Limited

7<sup>th</sup> August, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. 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:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Members’ section.
3. A new screen will open. You will have to enter your User ID, your 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 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 For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details 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, you can check the communication sent to your postal address for further instructions about obtaining password.
  - d) Member may obtain a User ID and password for casting his /her vote by remote e-voting by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by providing the details such as Demat account no or Folio no, PAN no, name, address etc.
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, 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.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Members**

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)
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 Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [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. 7<sup>th</sup> August, 2018.
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. 7<sup>th</sup> August, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or 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 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](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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
7. Mr Martinho Ferrao, Practicing Company Secretary (Membership No. 6221) or failing him Mr. Shiv Kumar Vaishy (Membership No. 45528) 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.
8. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poll Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
9. The Results declared 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 & 5

The Members of the Company at the 45<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> August 2015 approved re-appointment of Shri M M Dhanuka as Managing Director & CEO of the Company for a period of three years effective from 1<sup>st</sup> July, 2015 through a Special Resolution pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 ("the Act") and Schedule V to the Act.

Shri M M Dhanuka attained the age of 70 years during April 2018 and in terms of Section 196(3)(a), his appointment is subject to the approval of the Members at the general meeting. Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 29<sup>th</sup> May, 2018 appointed Shri M M Dhanuka as the Managing Director and CEO for a period of three years with effect from 14<sup>th</sup> August, 2018, subject to the approval of Members on the remuneration, terms & conditions as set out below:

### Remuneration

- I. Remuneration - ₹ 9,67,000/- per month.
- II. Personal Pay - Equivalent to two month's remuneration per annum.
- III. Perquisites - In addition to the aforesaid remuneration & personal pay, he shall be entitled to the following perquisites which are classified in three categories:

#### Category A

- a) Housing  
House Rent Allowance of ₹ 50,000/- per month.
- b) Medical re-imbursement  
Expenses incurred by him and his family subject to a ceiling of ₹ 5,00,000 per annum.
- c) Leave  
Earned leave with full pay and allowance as per the rules of the Company but not exceeding one month's leave for every eleven months of service. Encashment of leave at the end of the tenure as per the rules of the Company will be allowed.
- d) Club fees  
Subject to a maximum of two clubs
- e) Insurance  
Cost of insurance in respect of mediclaim policy for self and family and personal accident insurance shall be borne by the Company.
- f) Other perquisites  
Subject to the overall ceiling on remuneration, he may be given any other allowances, benefits, perquisites and facilities as the Board of Directors of the Company (which term includes any Committee thereof) may from time to time decide.

**Category B**

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

**Category C**

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

IV. Term of Appointment –The term of appointment shall expire on 13<sup>th</sup> August, 2021.

**Disclosures as required under Schedule V to the Companies Act, 2013 is appended below:****I. General Information :**

Nature of Industry		Organic and inorganic chemicals	
Date or expected date of Commercial Production		N.A.	
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		N.A.	
Financial performance:-		[ ₹ in lakhs]	
Particulars	For the year ended		
	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
Total Income	1,656.77	3,123.41	2,428.86
Depreciation	78.21	293.23	276.81
Net Profit	5,354.83	202.63	192.46
Paid up Capital	658.76	658.76	658.76
Reserves & Surplus	7,876.34	2,584.10	2,381.47

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

**II. Information about the Appointee**

Background details	Given in the body of this statement
Past Remuneration	₹ 87.89 lakhs – FY 2017-18
Recognition and Awards	Nil

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

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

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

### III. Other information:

#### 1. Reasons for loss or inadequate profits :

The Company has sold its Maleic Anhydride business by way of slump sale to "I G Petrochemicals Ltd". During the year under review, Company did not have any production activity. The Company is now involved in trading of Maleic Anhydride, Phthalic Anhydride, Benzoic Acid, etc. and is exploring new markets for business.

#### 2. Steps taken or proposed to be taken for improvement: The Company is exploring new markets for economic viability of the Company.

#### 3. Expected increase in productivity and profits in measurable terms: Presently not applicable

### IV. The relevant disclosures under this head forms part of the Corporate Governance Report.

Shri M M Dhanuka attained the age of 70 years during April 2018. In view of the provisions of the Act and taking into consideration the above factors, it is deemed fit to seek consent of the members by way of special resolution for continuation of holding of office after the age of seventy years during the currency of his term and to appoint him as Managing Director & CEO under the provisions of Section 196(3)(a) and schedule V of the Companies Act, 2013.

Except for Shri M M Dhanuka, no other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Board of Directors recommends the resolutions at item nos. 4 & 5 for your consideration and approval as Special Resolution.

### Item No.6

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or other persons, granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of Members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of Members by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding ₹ 100,00,00,000 (Rupees One 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 Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the Members.

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 resolution.

#### DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

##### Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015]

Name	Shri Nikunj Dhanuka	Shri M M Dhanuka
Director Identification Number	00193499	00193456
Date of Birth	26.05.1967	17.04.1948
Date of Appointment	29th September,1996	14th August,2018
Qualifications	B.Com	B.E
Expertise	Possess diverse experience and extensive knowledge on the functioning of chemical industries, finance & banking.	He has extensive knowledge on the functioning of Chemical Industries and is in charge of the overall affairs of the Company.
Directorship held in other Public Companies (excluding foreign and private Companies)	I G Petrochemicals Limited	I G Petrochemicals Limited
Chairmanships / Memberships of Committees in other Public Companies	<u>I G Petrochemicals Limited</u> Audit Committee -Member	<u>I G Petrochemicals Limited</u> Audit Committee -Member Stakeholder Relationship Committee - Member
Shareholding of Directors	Nil	60,900
Relationship between directors inter-se	Nil	Nil





# MYSORE PETRO CHEMICALS LIMITED

CIN: L24221KA1969PLC001799

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

**Corporate Office:** 401, Raheja Centre, 214, Nariman Point, Mumbai - 400 021

**Tel. :** 022 30286100 • **Fax:** 022 22040747 • **Email:** [mpcl@mysorepetro.com](mailto:mpcl@mysorepetro.com)

## ATTENDANCE SLIP

(to be presented at the entrance)

I/We hereby record my/our presence at the 48<sup>th</sup> Annual General Meeting of the Company at Hotel Ajantha, Rohini Hall, 22-A, M G Road, Bengaluru - 560 001 on Tuesday, 14<sup>th</sup> August, 2018 at 12.30 p.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member / Proxy holder can attend the Meeting.
2. Member / Proxy holder should bring his / her copy of the Annual Report for reference at the Meeting.



# MYSORE PETRO CHEMICALS LIMITED

CIN: L24221KA1969PLC001799

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

**Corporate Office:** 401, Raheja Centre, 214, Nariman Point, Mumbai - 400 021

**Tel. :** 022 30286100 • **Fax:** 022 22040747 • **Email:** [mpcl@mysorepetro.com](mailto:mpcl@mysorepetro.com)

## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

**Name of the Member(s):** \_\_\_\_\_

**Registered Address:** \_\_\_\_\_

**E-Mail Id:** \_\_\_\_\_

**Folio No./Client ID:** \_\_\_\_\_

**DP ID:** \_\_\_\_\_

I/We the member(s) of Mysore Petro Chemicals Limited holding \_\_\_\_\_ shares hereby appoint:

- (1) Name: \_\_\_\_\_ E-Mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Signature \_\_\_\_\_ or failing him;
- (2) Name: \_\_\_\_\_ E-Mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Signature \_\_\_\_\_ or failing him;
- (3) Name: \_\_\_\_\_ E-Mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Signature \_\_\_\_\_

TEAR HERE