



mysore petro chemicals limited

SECT/306
28th December, 2017

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

Scrip Code: 506734

Dear Sir,

Sub : Result of Postal Ballot and submission of voting result under Reg.44 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

This refers to our letter no. SECT/306 dated 28.11.2017 forwarding copy of the postal ballot notice.

The postal ballot was conducted by the Company pursuant to Section 110 of the Companies Act, 2013 for obtaining approval of members on the resolution as stated in the said notice.

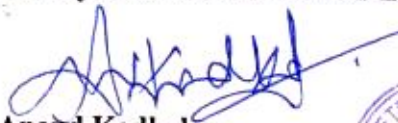
We wish to inform you that Mr. Martinho Ferrao, Scrutinizer appointed for conducting the postal ballot process has submitted his report to the Chairman of the Company and the result of the postal ballot has been announced by the Chairman, today, i.e. 28th December, 2017 at the corporate office of the Company.

As per the Scrutinizers' report the resolution has been passed by the members with the requisite majority.

We enclose herewith a copy of the Scrutinizers' report and a statement containing details of voting results in the prescribed format pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you.

Yours faithfully,
For Mysore Petro Chemicals Limited


Anand Kadkol
Company Secretary



Encl : as above

CIN : L24221KA1969PLC001799

SCRUTINIZER'S REPORT

27th December, 2017

The Chairman

MYSORE PETRO CHEMICALS LIMITED

D-4, Jyothi Complex, 134/1,

Infantry Road,

Bengaluru - 560 001

Dear Sir,

Subject: Passing of resolution through Postal Ballot & E-voting

Report to the Chairman of the Board of Directors of **MYSORE PETRO CHEMICALS LIMITED**, a Company incorporated under the Companies Act, 1956 and having its Registered Office at D-4, Jyothi Complex, 134/1, Infantry Road, Bengaluru - 560 001 on the POSTAL BALLOT conducted by the Company:

- 1) Pursuant to the resolution passed by the Board of Directors of Mysore Petro Chemicals Limited ("MPCL") on 30th October, 2017, I have been appointed as a scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the Ordinary Resolution pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments) to engage in the trading business by way of procurement of Orthoxylene (OX), Phthalic Anhydride (PA), Maleic Anhydride (MA), Benzoic Acid (BA) and other petrochemical products from M/s I G Petrochemicals Limited (IGPL), being a material related party transaction, in the ordinary course of business and at the prevailing market prices subject to the aggregate amount of the transaction not exceeding Rs. 100 crores (Rupees One Hundred crores) per annum.
- 2) To enable wider participation of shareholders, pursuant to the provision of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012 dated 13th July, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated 17th April, 2014, Companies listed

MARTINHO FERRAO & ASSOCIATES

Company Secretaries



on BSE Limited (BSE), required to provide e-voting facility to their shareholders on the resolution as per postal ballot notice to be passed through Postal Ballot. Since MPCL falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

- 3) MPCL accordingly made arrangements with System Provider, **Central Depository Services (India) Limited** ("CDSL") for providing a system of recording votes of the shareholders electronically through e-voting. The Company has accordingly made arrangements through its Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited (hereinafter referred to as "RTA or BSPL") to set up e-voting facility on the CDSL e-voting website <https://www.evotingindia.com/>
- 4) MPCL through RTA has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All the necessary formalities in compliance with the requirements specified by CDSL, has been done by the Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated 30th October, 2017 sent to the shareholders by email, who had registered their email-ids with Company and by post to 7279 shareholders. The Register of Members and the List of beneficiary owners as on 20th November, 2017 was made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the purpose of despatch of Postal Ballot notice.
- 5)

Reference to the Companies Act, 2013	Type and Description of the Ordinary Resolution
As per section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Ordinary Resolution to engage in the trading business by way of procurement of Orthoxylene (OX), Phthalic Anhydride (PA), Maleic Anhydride (MA), Benzoic Acid (BA) and other petrochemical products from M/s I G Petrochemicals Limited (IGPL), being a material related party transaction, in the ordinary course of business and at the prevailing market prices subject to the aggregate amount of the transaction not exceeding Rs. 100 crores (Rupees One Hundred crores) per annum



6. I report that the Postal Ballot notice dated 30th October, 2017 under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on 27th March, 2014 were dispatched to the shareholders, by courier/Post along with self-addressed pre-paid Business Reply Envelope on or before 27th November, 2017.
7. In addition to the above, Postal Ballot notices were also sent via electronic mode by Company/RTA to the shareholders whose email id's are registered with the Depository Participants as per the data downloaded from the NSDL / CDSL as on 20th November, 2017 (cut-off date). I further report that as stated in the Notice sent to the shareholders, the Company has fixed 5:30 p.m. on Wednesday, 27th December, 2017 as the last date for receipt of Postal Ballots and for E-voting.
8. As stated in sub-rule 3 of Rule 20 under the Chapter on "Management and Administration" as notified by MCA on 27th March, 2014 an advertisement was published by the Company in Financial Express, English Newspaper and Hosadigantha in Kannada Newspaper, on 28th November, 2017 informing about the completion of despatch of the Postal Ballot notices.
9. I report that I have received the Postal Ballot forms from the shareholders during the period commencing from Tuesday, 28th November, 2017 to Wednesday, 27 December, 2017. All the Postal Ballot forms together with all votes casted by e-voting through CDSL received up to 5:30 p.m. Wednesday, 27th December, 2017, being the last date fixed by the Company for receipt of Postal Ballot forms/ e-voting, were considered for my scrutiny.
10. The Postal Ballot forms received at the Company's address in the name of the Scrutinizer were opened and taken up for scrutiny by me and passed on to RTA. This process was carried out on a weekly basis. During the course of scrutiny of Postal Ballot forms I have not come across any mutilated Postal Ballot forms.
11. Since E-voting facility was provided by CDSL the details of the E-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the E-voting was provided by the system provider, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholders names, folio number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected, were generated by the RTA which have been duly scrutinized.



12. On scrutiny, I report that out of 7279 shareholders, 7 Shareholders have exercised their vote through e-voting and 16 shareholders have exercised their votes through Postal Ballot forms as received. The details of polling results for the item placed for consideration by the shareholders are given below:

A. Postal Ballot		
		No of votes polled
Number of Forms received from Members	16	342986
Number of Forms rejected/ not considered for reasons as stated below:-		
a. Not signed	-	
b. Signature mismatch	-	
c. Not voted	-	
d. Nil Account	-	
e. Voted under both postal ballot and evoting	-	
Number of valid Forms (A)	16	342986
B. E-Voting		
Number of members who participated is e-voting	7	601
Number of Valid E-votes (B)	7	601
Total (A+B)	23	343587

Note:

- 1) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of Postal Ballot or the no. of shares mentioned in the Postal Ballot, whichever is less.



SUMMARY OF POSTAL BALLOT & E - VOTING

Promoter / Public	No. of shares held	No. of votes polled	% of voted polled on Outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter	4805305	-	-	-	-	-	-
Public – Institutional Holders	197665	-	-	-	-	-	-
Public Others	1580518	343587	21.74	343587	-	100	-
Total	6583488	343587	5.22	343587	-	100	-

Results:

Percentage of votes cast in favour : 100%

Percentage of votes cast against : 0%

- i) As the number of votes casted in favour of the resolution is **100%**, I report that the Ordinary Resolution under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders unanimously. The Resolution is deemed to be passed as on the date of announcement of the result.
- ii) I further report that as per the Postal Ballot notice dated 30th October, 2017 and the Board Resolution dated 30th October, 2017, the Chairman or any other person as authorized in this regard may declare and confirm the above results of voting by Postal Ballot in respect of the resolution referred herein on or before 29th December, 2017, as intimated to the Stock Exchange.
- iii) The result of the Postal Ballot together with the Scrutinizers Report would have to be displayed on Company's website www.mysorepetro.com and on the website of CDSL within 2 days of passing of the resolution and shall be communicated to the Stock Exchange.
- iv) I further Report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied by the Company. I further report that as per the said Rules, the records maintained by me including the data as obtained from CDSL for the e-voting facility extended



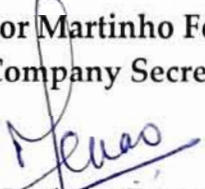
by them and also a Register recording the consent or otherwise received from the Shareholders, voting through Postal Ballot which includes all the particulars of shareholders such as the names, folio number, DP ID/ Client ID, number of shares held, number of voted, no. of shares assented, no. of shares dissented, no. of shares rejected, Postal ballot paper and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the Minutes of the Meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You,

Yours faithfully,

**For Martinho Ferrao & Associates,
Company Secretaries**

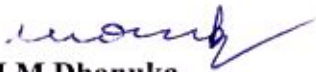

**Martinho Ferrao
Proprietor
COP No.: 5676
Membership No.: 6221**



MYSORE PETRO CHEMICALS LIMITED								
Result of Postal Ballot declared on					28 th December, 2017			
Total No. of Shareholders as on record date					7279 (as of cut-off date i.e. 20.11.2017)			
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:					Not Applicable			
No. of shareholders present in the meeting through Video Conferencing : Promoters and Promoter Group: Public:					Not Applicable			
Resolution required: (Ordinary/ Special)					Ordinary Resolution u/s 188 of the Companies Act, 2013 read with Regulation 23 of SEBI (LODR), 2015 for according consent for approval of trading business as related party transactions.			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4805305	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot		---	---	---	---	---	---
	Total		---	---	---	---	---	---
Public Institutions	E-Voting	197665	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot		---	---	---	---	---	---
	Total		---	---	---	---	---	---
Public Non Institutions	E-Voting	1580518	601	0.0380	601	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		342986	21.7009	342986	0	100.00	0.00
	Total		343587	21.7389	343587	0	100.00	0.00
Total		6583488	343587	5.2189	343587	0	100.00	0.00

Based on the Scrutinizers Report, I hereby declare that the Ordinary Resolution has been passed with the requisite majority.

For Mysore Petro Chemicals Limited



M M Dhanuka
Chairman, Managing Director & CEO



28th December, 2017.