

MYSORE PETRO CHEMICALS LIMITED

CIN : L24221KA1969PLC001799

Regd Office : D-4 JYOTHI COMPLEX, 134/1, INFANTRY RAOD, BANGALORE – 560001

Corp Office : 401-404, RAHEJA CENTRE, 214, NARIMAN POINT, MUMBAI -400021.

Tel : 022-30286100/135, fax : 022-22040747

Website : www.igpetro.com Email : igpetro@vsnl.com

Outcome of Voting of Postal Ballot/E-Voting (As per Clause 35A of Listing Agreement)

Date of General Meeting/Declaration of Postal Ballot/E-Voting Results	Friday, 3 rd April 2015	
Total Number of Shareholders on Record Date (i.e. 14 th February, 2015 – cut-off date)	7753	
No. of shareholders casted their votes through Postal Ballot/E-Voting	Promoters & Promoter Group 18	Public 253
No. of shareholders attended the meeting through video conferencing	Promoters & Promoter Group	Public
	N.A.	

Agenda Wise

Given below is the resolutions wise combined Result of Postal Ballot (including E-Voting)

Resolution No. 1: To authorize the Board of Directors of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 to borrow monies in excess of the aggregate of paid up share capital and free reserves of the Company for an amount not exceeding Rs. 200 crores.

Category	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)] *100	No. of Votes – in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)] *100	% of Votes Against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4805305	4507326	93.80	4507326	0	100.00	0.00
Public – Institutional Holders	197865	0	0.00	0	0	0.00	0.00
Public – Others	1580318	40391	2.56	40390	1	99.99	0.01
Total	6583488	4547717	69.08	4547716	1	99.99	0.01



Resolution No. 2: To authorize the Board of Directors of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 to sell, lease, mortgage or otherwise dispose off the whole or substantially the whole of the undertaking(s), of the Company for an amount not exceeding the overall borrowing limits prescribed u/s. 180(1)(c) from time to time.

Category	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4805305	4507326	93.80	4507326	0	100.00	0.00
Public – Institutional Holders	197865	0	0.00	0	0	0.00	0.00
Public – Others	1580318	40120	2.54	40119	1	99.99	0.01
Total	6583488	4547446	69.07	447445	1	99.99	0.01

Resolution No. 3: To authorize the Board of Directors of the Company pursuant to Section 186 of the Companies Act, 2013 to make investments, extend guarantee, provide security and make inter-corporate loans up to an amount not exceeding Rs. 200 crores.

Category	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4805305	4507326	93.80	4507326	0	100.00	0.00
Public – Institutional Holders	197865	0	0.00	0	0	0.00	0.00
Public – Others	1580318	40231	2.55	40070	161	99.60	0.40
Total	6583488	4547557	69.08	4547396	161	99.99	0.01

As per the consolidated results of Postal Ballot & E-Voting on resolution nos. 1 to 3 corresponding to respective items of Postal Ballot Notice, have been passed by requisite majority.

For Mysore Petro Chemicals Limited

M M Dhanuka
Chairman



HEMANSHU KAPADIA & ASSOCIATES
COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3
Lamington Road, Mumbai - 400 008
Tel 6631 0888/ 6631 4830
E-mail: hemanshu@hkacs.com

SCRUTINIZER'S REPORT

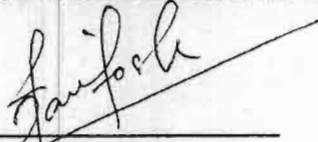
To,
The Chairman,
Mysore Petro Chemicals Limited
D. 4, Jyothi Complex,
134/1, Infantry Road,
Bangalore - 560001
Karnataka

Dear Sir,

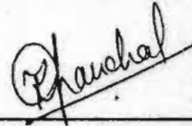
1. The Board of Directors of the Company at its meeting held on Wednesday, February 11, 2015 has appointed me as the Scrutinizer for conducting the postal ballot voting process in fair and transparent manner for the resolutions as mentioned in Postal Ballot Notice dated February 11, 2015 pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rule, 2014.
2. I submit my report as under:
 - 2.1 Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rule, 2014, the notice of Postal Ballot containing draft of resolutions proposed to be passed by Postal Ballot and explanatory statement as required under section 102 of the Companies Act, 2013 along with Postal Ballot forms were sent to the shareholders, whose names were appearing on the Register of Members/ list of beneficiaries as on February 14, 2015 i.e. cut-off date, in following manner:
 - a) To the shareholders, who have registered their e-mail address either in the records of the Depositories or Company or Registrar and Share Transfer Agent, through e-mail, and
 - b) To other shareholders by Registered Post and/or Speed Post along with Self Addressed postage prepaid business reply envelopes to enable the shareholders to send their reply to the Scrutinizer.
 - 2.2 Particulars of all the postal ballot forms received from the Members and the votes cast by electronic mode have been entered in registers separately maintained for the purpose.



- 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- 2.4 The ballot forms were opened on March 27, 2015 at 6.30 p.m. in my presence.
- 2.5 I have also received a complete record from Central Depository System (India) Limited (CDSL), the agency appointed for providing and supervising electronic platform, of votes casted through electronic mode upto 6:00 p.m. on March 27, 2015. The votes cast were unblocked on March 31, 2015 in the presence of two witnesses, Mr. Paritosh Jain and Ms. Rita Panchal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Paritosh Jain



Name: Rita Panchal

- 2.6 The postal ballot forms/e-voting register duly opened in my presence and scrutinized by me for verification of votes cast in favour and against the Resolutions and the shareholding was matched/confirmed with the Register of the Members/list of beneficiaries of the Company as on February 14, 2015 (i.e. cut-off date).
- 2.7 All postal ballot forms received upto the close of working hours on March 27, 2015 and votes cast by electronic mode upto 6:00 p.m. on March 27, 2015, the last date and time fixed by the Company for receipt of the forms or votes cast by electronic mode, were considered for my scrutiny.
- 2.8 Envelopes containing postal ballot forms received after the close of working hours on March 27, 2015, were not considered for my scrutiny.
- 2.9 Envelopes containing postal ballot forms returned undelivered aggregated to 1208 vide serial number 1 to 1208. These envelopes were also not opened and they are separately kept.
- 2.10 I did not find any defaced or mutilated ballot paper.
3. A summary of the postal ballot forms received is given below:



RESOLUTION 1: To authorize the Board of Directors of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 to borrow monies in excess of the aggregate of paid up share capital and free reserves of the Company for an amount not exceeding Rs.200 crores:

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electric Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ through evoting received	243	26952	---	28	4524076	---
(b)	Less: Invalid Postal Ballot forms/ votes through evoting*	35#	3311	---	0	0	---
(c)	Net valid Postal Ballot forms/ votes through evoting (As per Register)	209#	23641	100	28	4524076	100
(d)	Postal Ballot forms/ votes through evoting with assent for the resolution	178#	21448	90.72	27	4524075	100
(e)	Postal Ballot forms/ votes through evoting with dissent for the resolution	31	2193	9.28	1	1	0.00

Total: Resolution 1

Sr. No.	Particulars	No. of votes	No. of Shares	% to the total shares representing valid votes
(a)	Total votes received	271	4551028	---
(b)	Less: Invalid votes (as per register)*	35#	3311	---
(c)	Net valid votes (As per Register)	237#	4547717	100
(d)	Votes with assent for the resolution	205#	4545523	99.95
(e)	Votes with dissent for the resolution	32	2194	0.05

*Invalid votes include cases where shareholders had sent the Postal Ballot Form but have not cast their vote and rejected postal ballot forms.

*One Shareholder had voted for partial number of shares he held hence for the balance shares he held were abstains from voting and counted under the head invalid voting.



RESOLUTION 2: To authorize the Board of Directors of the Company pursuant to Section 189(1)(a) of the Companies Act, 2013 to sell, lease, mortgage or otherwise dispose off the whole or substantially the whole of the undertaking(s), of the Company for an amount not exceeding the overall borrowing limits prescribed u/s 180 (1)(c) from time to time.

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electric Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ votes through evoting received	243	26952	—	28	4524076	—
(b)	Less: Invalid Postal Ballot forms/ votes through evoting *	38*	3582	—	0	0	—
(c)	Net valid Postal Ballot forms/ votes through evoting (As per Register)	206*	23370	100	28	4524076	100
(d)	Postal Ballot forms/ votes through evoting with assent for the resolution	170*	20933	89.57	27	4524075	100
(e)	Postal Ballot forms/ votes through evoting with dissent for the resolution	36	2437	10.43	1	1	0.00

Total: Resolution 2

Sr. No.	Particulars	No. of votes	No. of Shares	% to the total shares representing valid votes
(a)	Total votes received	271	4551028	—
(b)	Less: Invalid votes (as per register)*	38*	3582	—
(c)	Net valid votes (As per Register)	234*	4547446	100
(d)	Votes with assent for the resolution	197*	4545008	99.95
(e)	Votes with dissent for the resolution	37	2438	0.05

*Invalid votes include cases where shareholders had sent the Postal Ballot Form but have not cast their vote and rejected postal ballot forms.

*One Shareholder had voted for partial number of shares he held hence for the balance shares he held were as abstains from voting and counted under the head invalid voting.



RESOLUTION 3: To authorize the Board of Directors of the Company pursuant to Section 186 of the Company Act, 2013, to make investments, extend guarantee, provide security and make inter-corporate loans up to an amount not exceeding Rs. 200 crores.

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electric Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ votes through evoting received	243	26952	---	28	4524076	---
(b)	Less: Invalid Postal Ballot forms/ votes through evoting *	36*	3471	---	0	0	---
(c)	Net valid Postal Ballot forms/ votes through evoting (As per Register)	208*	23481	100	28	4524076	100
(d)	Postal Ballot forms/ votes through evoting with assent for the resolution	175*	21142	90.04	26	4523915	100
(e)	Postal Ballot forms/ votes through evoting with dissent for the resolution	33	2339	9.96	2	161	0.00

Total: Resolution 3

Sr. No.	Particulars	No. of votes	No. of Shares	% to the total shares representing valid votes
(a)	Total votes received	271	4551028	---
(b)	Less: Invalid votes (as per register)*	36*	3471	---
(c)	Net valid votes (As per Register)	236*	4547557	100
(d)	Votes with assent for the resolution	201*	4545057	99.95
(e)	Votes with dissent for the resolution	35	2500	0.05

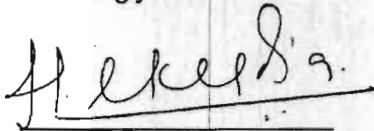
*Invalid votes include cases where shareholders had sent the Postal Ballot Form but have not cast their vote and rejected postal ballot forms.

One Shareholder had voted for partial number of shares he held hence for the balance shares he held were abstains from voting and counted under the head invalid voting.



4. I shall hand over the postal ballot forms and other related papers/ registers and records for the safe custody to Mr. Madan Mohan Dhanuka, Managing Director, and/or Mr. Anand Kadkol, Company Secretary of the Company, who have been authorized by the Board to supervise the Postal Ballot process, after the receipt of certified true copy of signed minutes.
5. On the basis of the scrutiny of the postal ballot forms and votes casted through electronic mode, the Special Resolutions mentioned at the item no. 1 to 3 of the Postal Ballot Notice dated February 11, 2015 may be deemed to be passed by the shareholders of the Company as on the date of meeting convened in this behalf.
6. You may accordingly declare the result of voting by Postal Ballot process (including votes cast through evoting).

Thanking you,



Hemanshu Kapadia
Scrutinizer
Practising Company Secretary
C.P. No.: 2285
FCS: 3477



Place: Mumbai
Date: April 2, 2015