



ONGC MANGALORE PETROCHEMICALS LIMITED
CIN: U40107KA2006GOI041258
Website: www.ompl.co.in Phone: 0824 - 2872120

NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of ONGC Mangalore Petrochemicals Limited (the Company) will be held on Tuesday, the 11th day of September 2018 at 10.00 Hrs. at Registered Office, MSEZ Permude, Mangalore-574509, to transact the following Special Business:-

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

TO CONSIDER INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present **Rs.2000,00,00,000/- (Rupees Two Thousand Crore only)** consisting of 200,00,00,000 (Two Hundred Crore) Equity Shares of Rs.10/- (Rupees Ten) each to **Rs.2200,00,00,000/- (Rupees Two Thousand Two Hundred Crore only)** consisting of 220,00,00,000 (Two Hundred and Twenty Crore) Equity Shares of Rs.10/- (Rupees Ten) each.

FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

The Authorised Share Capital of the Company is **Rs.2200,00,00,000/- (Rupees Two Thousand Two Hundred Crore only)** consisting of 220,00,00,000 (Two Hundred and Twenty Crore) Equity Shares of Rs.10/- (Rupees Ten) each.

FURTHER RESOLVED THAT any director or company secretary of the Company be and is hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

By Order of the Board of Directors of
ONGC Mangalore Petrochemicals Ltd.

K B Shyam Kumar
Company Secretary

Place: Mangaluru
Dated: August 20, 2018

Registered Office:
Mangalore Special Economical Zone,
Permude, Mangalore- 574 509

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. A person can act as proxy on behalf of the member holding in aggregate not more than 10% of the total share capital carrying voting rights.
4. A member holding more than 10% of the total share capital carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate members to authorize representative to attend the meeting through resolution.
6. Proxies in order to be effective should be lodged with the Company at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
5. All documents referred to in the Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. upto the date of the General Meeting except holidays.

By Order of the Board of Directors of
ONGC Mangalore Petrochemicals Ltd.


K B Shyam Kumar
Company Secretary

Place: Mangaluru
Dated: August 20, 2018



ONGC MANGALORE PETROCHEMICALS LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

As required by sub section 1 of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to Item No. 1 of the accompanying Notice dated August 20, 2018.

Item No. 1

The Current Authorized Capital of the Company is **Rs.2000,00,00,000/- (Rupees Two Thousand Crore only)** consisting of 200,00,00,000 (Two Hundred Crore) Equity Shares of Rs.10/- (Rupees Ten) each. The Company proposes to increase its authorized share capital to **Rs.2200,00,00,000/- (Rupees Two Thousand Two Hundred Crore only)** consisting of 220,00,00,000 (Two Hundred and Twenty Crore) Equity Shares of Rs.10/- (Rupees Ten) each to facilitate any fund raising in future.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

The Board of Directors of your Company recommends the Ordinary Resolution as set out in the accompanied Notice for approval of the Members.

By Order of the Board of Directors of
ONGC Mangalore Petrochemicals Ltd.

K B Shyam Kumar
Company Secretary

Place: Mangaluru
Dated: August 20, 2018