

Manali Petrochemicals Limited

Registered Office: SPIC House, 88, Mount Road, Guindy, Chennai – 600 032

CIN: L24294TN1986PLC013087, Telefax: 044-22351098

Website: www.manalipetro.com, E-mail: companysecretary@manalipetro.com,

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") for obtaining the consent of the Members through Postal Ballot for the following proposals as Special Businesses.

Special Resolutions

- 1. Appointment of Mr. Anand Raghavan (DIN: 00243485) as an Independent Director of the Company.
- 2. Approval for sale of Wholly owned Step-down Material Subsidiary.

The Resolutions to be passed for the above proposals, together with the Explanatory Statement pursuant to Section 102(1) with information as required along with information specified under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Secretarial Standard – 2 (SS-2) as amended from time to time are appended.

Place: Chennai By Order of the Board
Date: 15.10.2025 For Manali Petrochemicals Limited

G Sri Vignesh
Company Secretary

Important Notes:

- 1. This Notice is being sent only in electronic form, in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular 03/2025 dated 22nd September 2025, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, the 10th October 2025, and who have registered their email ID with the Company / Depository Participants.
- 2. The Notice has also been placed on the Company's website viz., www.manalipetro.com and CDSL website viz., https://www.evotingindia.com/ for use by the Members.
- 3. The Postal Ballot facility through e-Voting is being provided to the Members in accordance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 ("Rules") thereunder and Regulation 44 of the SEBI Listing Regulations, 2015, read with the relevant Circulars.
- 4. The Company has engaged the services of CDSL to provide e-Voting facilities, enabling the Members to cast their votes electronically in a secure manner.
- 5. Detailed guidance for participating in the Postal Ballot through e-Voting is appended to this Notice.
- 6. The e-Voting will commence on Thursday, the 16th October 2025 at (9:00 AM) IST and ends on Saturday, the 15th November 2025 at (5:00 PM) IST.
- 7. In terms of the resolution of the Board of Directors passed at their meeting held on 15th October 2025, pursuant to Rule 22(5) of the Rules, M/s B Chandra & Associates, Practicing Company Secretaries, Chennai, have been appointed as the Scrutinizers, for conducting the voting by Postal Ballot through electronic means in a fair and transparent manner.

- 8. After completion of the scrutiny of voting, the Scrutinizers will submit their report on the results to the Chairman of the Company or any person authorized by him. The results will be announced by the Chairman or any other Director of the Company, within the stipulated timelines in compliance with the Companies Act, 2013 and other rules and Regulations made thereunder by placing it along with the Scrutinizer's Report on the Company's website www.manalipetro.com, the website of the Agency (CDSL) and communicated to the Stock Exchanges as required under the relevant law.
- 9. The last date of e-Voting, i.e., Saturday, the 15th November 2025, will be taken to be the date of passing of the resolutions in this Notice.
- 10. Members requiring any clarification may contact the Company Secretary at the registered office of the Company at the address given above or through e-mail viz., companysecretary@manalipetro.com or the RTA of the Company through their online investor portal viz., wisdom.cameoindia.com.
- 11. Grievances, if any, connected with e-Voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call on Toll Free No.: 1800 21 09911.
- 12. Non-Individual Members shall make sure that the Power of Attorney or as the case may be certified copy of the Board Resolution to exercise the voting on behalf of the entity has been duly registered or provided to the Scrutinizers through e-mail to bchandraassociates@gmail.com while casting their vote for the proposals covered under this notice.

RESOLUTIONS

1. Appointment of Mr. Anand Raghavan (DIN: 00243485), as an Independent Director of the Company

To consider and if thought fit, to give assent/dissent to the following as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions if any of the Companies Act, 2013 ("the Act") & the Rules made thereunder read with the applicable regulations of SEBI Listing Regulations, 2015 and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the consent of the Board of Directors of the Company, Mr. Anand Raghavan (DIN: 00243485), who was appointed as an Additional Director of the Company under Section 161 of the Act with effect from 03rd October, 2025, is appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Sections 149,150,152 and 160 read with Schedule IV of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 read with applicable provisions of SEBI Listing Regulations, 2015 (including any statutory amendment(s) or modification(s) re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee & consent of Board of Directors of the Company, Mr. Anand Raghavan (DIN: 00243485) is appointed as an Independent Director of the Company, for a term of five years commencing from 03rd October, 2025.

2. Approval for sale of Wholly owned Step-down Material Subsidiary

To consider and if thought fit, to give assent/dissent to the following as a Special Resolution:

RESOLVED THAT

a. pursuant to the applicable provisions of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and such other Rules framed thereunder and in accordance with Regulation 24(5) and / or other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR"), and any other applicable provisions including any statutory modifications and amendments to each of the foregoing and applicable notifications, circulars, rules and regulations issued by any government or statutory authorities and subject to requisite approvals (if any) and subject to the Memorandum and Articles of Association of the Company and other applicable provisions (if any) the approval of the members of the Company is accorded for sale, or disposal of 100% of the shareholding held by AMCHEM Speciality Chemicals Private Limited, SG (AMCHEM, SG) [a wholly owned material subsidiary of the Company], in its wholly owned subsidiary Notedome Limited, UK, a wholly owned material step-down subsidiary of the Company, to C.O.I.M. S.p.A. – Chimica Organica Industriale Milanese, for a consideration of at least 8.5

- times the adjusted EBITDA of 2.12 million Pounds, as determined jointly by both parties. The sale will be on a cash-free and debt-free basis with customary adjustments along other agreed factors.
- b. MD & CEO MPL Group, Company Secretary, MPL, Chief Financial Officer MPL Group and/or the Board of Directors of the respective material subsidiary(ies) of the Company are hereby authorized to do all such acts, deeds, matters and things including but not limited to authorizing signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalize and execute agreement(s), such other document(s), by whatever name called and to do all acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned material subsidiary (as the board of such material subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary".

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item 1:

As per the provisions of Regulation 17 of the SEBI Listing Regulations 2015, if the non–executive chairman of the listed entity is a promoter, at least one half of the Board of the Company shall consist of Independent Directors. Considering the resignation of Mr. Niranjhan Madras Srinivasan (Independent Director) and in line with the above requirement, it is required to appoint an Independent Director to comply with Regulation 17 of SEBI Listing Regulations 2015.

In view of the above, the Board of Directors at their meeting held on 03rd October 2025, based on the recommendation of Nomination and Remuneration Committee (NRC), had considered and appointed Mr. Anand Raghavan (DIN: 00243485), as an Additional Director under the Independent category w.e.f., 03rd October 2025 for a period of five years subject to approval of members of the Company.

In this regard, the Company has received all the necessary disclosures/declarations as required under the Companies Act, 2013 and SEBI Listing Regulations, 2015. The NRC had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, qualification, expertise and independence etc. On the basis of those attributes, the NRC recommended to the Board, the candidature of Mr. Anand Raghavan as an Additional Director of the Company under Independent Category.

In the opinion of the NRC and Board, Mr. Anand Raghavan fulfils the conditions for independence specified in the Act, the Rules made thereunder, SEBI Listing Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board considered Mr. Anand Raghavan's background, qualification, expertise and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Brief Profile:

Mr. Anand Raghavan (DIN: 00243485) holds a bachelor's degree in commerce from University of Madras, Chennai, Tamil Nadu, India and also qualifed a chartered accountant. He was previously associated with Ernst & Young as a partner and Sundaram Finance Limited as vice president – corporate affairs. He was a member of the Committee on Functioning of Asset Reconstruction Companies constituted by the RBI and the Committee for Revival of MSMEs in Tamil Nadu. He has over 39 years of experience in the financial sector.

The Board was satisfied that considering his rich experience and industry expertise, he will be a greater value addition to the Company and his association will be beneficial to the Company.

Other relevant information as required under the SEBI Listing Regulations 2015 and Secretarial Standards-2 (SS-2) issued by Institute of Company Secretaries of India (ICSI) are provided in additional information section of this Notice. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, 2015, the approval of the Members is sought for the appointment of Mr. Anand Raghavan as an Independent Director of the Company for a period of five years, as a special resolution as set out above.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Anand Raghavan, to whom the resolution relates, is interested in or concerned or in any way interested in the Resolution set out in Item no. 1

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of Members of the Company.

Disclosure under Regulation 36(3) of SEBI Listing Regulations, 2015 and SS-2 (General Meeting)

2 Age 64 3 Nationality Indian 4 Qualifications 5 Brief resume of the Director 6 Nature of expertise in specific functional areas 7 skills and capabilities required for the role and the manner in which the proposed person meets such requirements 8 Terms and conditions of Appointment 9 Details of Remuneration 10 Remuneration last drawn for FY 2024-25 (in ₹) 11 Remuneration sought to be paid 12 Date of first appointment on the Board 13 Disclosure of relationships between directors intersea and with other Key Managerial Personnel of the Company 14 Number of Board Meeting attended during the year FY 2025-26 15 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board 15 Names of Directorship and the membership of Committees of the Board 16 Listed entities from which the person has resigned in the past three years 17 Shareholding in the Company Nill Nill Nill Nill Nill Nill Nill Nil	1	Name (Mr.)	Mr. Anand Raghavan
4 Qualifications 5 Brief resume of the Director 6 Nature of expertise in specific functional areas 7 skills and capabilities required for the role and the manner in which the proposed person meets such requirements 8 Terms and conditions of Appointment 9 Details of Remuneration 10 Remuneration last drawn for FY 2024-25 (in ₹) 11 Remuneration last drawn for FY 2024-25 (in ₹) 12 Date of first appointment on the Board 13 Disclosure of relationships between directors interse and with other Key Managerial Personnel of the Company 14 Number of Board Meeting attended during the year FY 2025-26 15 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board 15 Names of listed entities of the Board 16 (Audit Committee (C), Nomination & Remuneration Committee (M), Risk Management Committee (M) 20 (Audit Committee (C), Nomination & Remuneration Committee (M), Risk Manageries - Directorships: 21 a. RCH Service India Private Limited 22 b. Tive-Star Business Finance Limited (ID) 23 c. Shriram Life Insurance Company Limited (ID) 24 d. Chennal International Centre 25 e. SK Finance Limited (ID) 26 d. Chennal International Centre 26 e. SK Finance Limited (ID) 37 d. Jamine Concrete Exports Private Limited 38 skills and capabilities approach the reconstruction Concrete (ED) 38 and Pale Please refer explanatory statement manner to the manner of the Companies Act, 2013. Other remuneration is prescribed under the Companies Act, 2013. Other remuneration is prescribed under the Companies Act, 2013. Other remuneration is prescribed under the Companies Act, 2013. Other remuneration is prescribed under the Companies Act, 2013. Other remuneration is prescribed under the Companies Act, 2013. Other remuneration is prescribed under the Companies Act, 2013. Other remuneration is prescribed under the Companies Act, 2013. Other remuneration in prescribed under the Companies Act, 2013. Other remuneration in prescribed under the Companies Act, 2013. Other remuneration in p	2	Age	64
Stills and capabilities required for the role and the manner in which the proposed person meets such requirements	3	Nationality	Indian
Sature of expertise in specific functional areas Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	4	Qualifications	
7	5	Brief resume of the Director	
manner in which the proposed person meets such requirements 7 Terms and conditions of Appointment 8 Terms and conditions of Appointment 9 Details of Remuneration 7 Remuneration last drawn for FY 2024-25 (in ₹) 8 Remuneration sought to be paid 8 Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013. Other remuneration if any under applicable regulations. 10 Remuneration sought to be paid 11 Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013. 12 Date of first appointment on the Board 13 Disclosure of relationships between directors interse and with other Key Managerial Personnel of the Company 14 Number of Board Meeting attended during the year FY 2025-26 15 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board 16 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board 17 Name of Board Meeting attended during the year FY 2025-26 18 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board 18 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board 19 National Remuneration Committee (C), Nomination & Remuneration Committee (C) 20 National Remuneration Committee (C), Nomination & Remuneration Committee (C) 31 Names of listed entities from which the person has resigned in the past three years 32 National Canada Republies of the Companies in which the person has resigned in the past three years 33 National Canada Republies as approved by the Board within the limits prescribed under the Companies Act, 2013. 34 National Pale National Centre (D) 35 Names approved by the Board within the limits prescribed under the Companies Act, 2013. 36 Names approved by the Board within the limits prescribed a	6	Nature of expertise in specific functional areas	
9 Details of Remuneration Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013. Other remuneration if any under applicable regulations. 10 Remuneration sought to be paid Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013. Page 12 Date of first appointment on the Board Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013. Appointed as Additional Director under the Non-executive/ Independent Category on 3 rd October 2025. Disclosure of relationships between directors interse and with other Key Managerial Personnel of the Company Names of Board Meeting attended during the year FY 2025-26 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board	7	manner in which the proposed person meets such	Please refer explanatory statement
prescribed under the Companies Act, 2013. Other remuneration last drawn for FY 2024-25 (in ₹) Remuneration sought to be paid Remuneration sought to be paid Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013. Date of first appointment on the Board Appointed as Additional Director under the Non-executive/ Independent Category on 3rd October 2025. Mr. Anand Raghavan is not related to any of the Directors and Key Managerial Personnel of the Company. NA Namber of Board Meeting attended during the year FY 2025-26 The Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board Prescribed under the Company within the limits prescribed under the Companies Act, 2013. Appointed as Additional Director under the Non-executive/ Independent Category on 3rd October 2025. Mr. Anand Raghavan is not related to any of the Directors and Key Managerial Personnel of the Company. NA Prescribed under the Company within the limits prescribed under the Companies Act, 2013. Appointed as Additional Director under the Non-executive/ Independent Category on 3rd October 2025. Mr. Anand Raghavan is not related to any of the Directors and Key Managerial Personnel of the Company. NA Directorships in Listed entity: a. Aptus Value Housing Finance India Limited (ID) (Audit Committee (C), Nomination & Remuneration Committee (M), Risk Management Committee (M) & Corporate Social Responsibility Committee (M) The Companies - Directorships: a. RCH Service India Private Limited (ID) d. Chennal International Centre e. SK Finance Limited (ID) f. Jasmine Concrete Exports Private Limited g. Nani Palkhivala Arbitration Centre (ID) a. Tamilnadu Newsprint & Papers Limited b. Muthoot Microfin Limited	8	* *	
Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013.	9	Details of Remuneration	prescribed under the Companies Act, 2013. Other remuneration if any under applicable regulations.
prescribed under the Companies Act, 2013. 12 Date of first appointment on the Board	_		
Date of first appointment on the Board	11	Remuneration sought to be paid	
executive/ Independent Category on 3rd October 2025. 13 Disclosure of relationships between directors interse and with other Key Managerial Personnel of the Company 14 Number of Board Meeting attended during the year FY 2025-26 15 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board 16 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board 17 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board 18 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board 18 Aptus Value Housing Finance India Limited (ID) (Audit Committee (C), Nomination & Remuneration Committee (C) (Nomination & Remuneration Committee (M) & Corporate Social Responsibility Committee (M) & Corporate Social Responsibility Committee (M) & TVS Infrastructure Investment Manager Private Limited (ID) & Shriram Life Insurance Company Limited (ID) & Chennai International Centre & SK Finance Limited (ID) & Chennai International Centre & SK Finance Limited (ID) & Chennai International Centre & SK Finance Limited (ID) & Chennai International Centre & SK Finance Limited (ID) & Chennai International Centre & SK Finance Limited (ID) & Chennai International Centre & SK Finance Limited (ID) & Nani Palkhivala Arbitration Centre (ID) & Tamilnadu Newsprint & Papers Limited & Muthoot Microfin Limited & Muthoot Microfin Limited	10	Data of first appointment on the Decard	
13 Disclosure of relationships between directors interse and with other Key Managerial Personnel of the Company 14 Number of Board Meeting attended during the year FY 2025-26 15 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board 15 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board 16 Directorships in Listed entity: a. Aptus Value Housing Finance India Limited (ID) (Audit Committee (C), Nomination & Remuneration Committee (C) b. Five-Star Business Finance Limited (ID) (Audit Committee (M), Risk Management Committee (M) & Corporate Social Responsibility Committee (M) companies - Directorships: a. RCH Service India Private Limited b. TVS Infrastructure Investment Manager Private Limited (ID) d. Chennai International Centre e. SK Finance Limited (ID) f. Jasmine Concrete Exports Private Limited g. Nani Palkhivala Arbitration Centre (ID) 16 Listed entities from which the person has resigned in the past three years 17 Mr. Anand Raghavan is not related to any of the Directors and Key Managerial Personnel of the Company. MA PY 2025-26 NA Aptus Value Housing Finance India Limited (ID) (Audit Committee (C), Nomination & Remuneration Committee (C) b. Five-Star Business Finance Limited (ID) (Audit Committee (C), Nomination & Remuneration Committee (M) & Corporate Social Responsibility Committee (M) & Corporate Social Responsibility Committee (M) & Corporate Social Responsibility Committee (ID) c. Shriram Life Insurance Company Limited (ID) d. Chennai International Centre e. SK Finance Limited (ID) f. Jasmine Concrete Exports Private Limited b. Muthoot Microfin Limited	12	Date of first appointment on the Board	• •
se and with other Key Managerial Personnel of the Company. Aumber of Board Meeting attended during the year FY 2025-26 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board Directorships in Listed entity: a. Aptus Value Housing Finance India Limited (ID) (Audit Committee (C), Nomination & Remuneration Committee (C)) b. Five-Star Business Finance Limited (ID) (Audit Committee (C), Nomination & Remuneration Committee (M), Risk Management Committee (M) & Corporate Social Responsibility Committee (M) & Corporate Social Responsibility Committee (M) TVS Infrastructure Investment Manager Private Limited (ID) c. Shriram Life Insurance Company Limited (ID) d. Chennai International Centre e. SK Finance Limited (ID) f. Jasmine Concrete Exports Private Limited g. Nani Palkhivala Arbitration Centre (ID) 16 Listed entities from which the person has resigned in the past three years	13	Disclosure of relationships between directors inter-	
FY 2025-26 15 Names of listed entities/ other Companies in which the person also holds the directorship and the membership of Committees of the Board Aptus Value Housing Finance India Limited (ID) (Audit Committee (C), Nomination & Remuneration Committee (C)) Even Star Business Finance Limited (ID) (Audit Committee (C), Nomination & Remuneration Committee (M), Risk Management Committee (M) & Corporate Social Responsibility Committee (M) Committee (M) Risk Management Committee (M) & Corporate Social Responsibility Committee (M) Committee (ID) (India Private Limited (ID))		se and with other Key Managerial Personnel of the	•
the person also holds the directorship and the membership of Committees of the Board a. Aptus Value Housing Finance India Limited (ID) (Audit Committee (C), Nomination & Remuneration Committee (C)) b. Five-Star Business Finance Limited (ID) (Audit Committee (M), Risk Management Committee (M)) committee (M), Risk Management Committee (M) d. Corporate Social Responsibility Committee (M) Other Companies - Directorships: a. RCH Service India Private Limited b. TVS Infrastructure Investment Manager Private Limited (ID) c. Shriram Life Insurance Company Limited (ID) d. Chennai International Centre e. SK Finance Limited (ID) f. Jasmine Concrete Exports Private Limited g. Nani Palkhivala Arbitration Centre (ID) 16 Listed entities from which the person has resigned in the past three years b. Muthoot Microfin Limited	14		NA
membership of Committees of the Board a. Aptrox Value rousing Private Emiliate (ID) (Audit Committee (C), Nomination & Remuneration Committee (C) b. Five-Star Business Finance Limited (ID) (Audit Committee (C), Nomination & Remuneration Committee (M), Risk Management Committee (M) & Corporate Social Responsibility Committee (M) Other Companies - Directorships: a. RCH Service India Private Limited b. TVS Infrastructure Investment Manager Private Limited (ID) c. Shriram Life Insurance Company Limited (ID) d. Chennai International Centre e. SK Finance Limited (ID) f. Jasmine Concrete Exports Private Limited g. Nani Palkhivala Arbitration Centre (ID) 16 Listed entities from which the person has resigned in the past three years b. Muthoot Microfin Limited	15	Names of listed entities/ other Companies in which	Directorships in Listed entity:
(Audit Committee (C), Nomination & Remuneration Committee (M), Risk Management Committee (M) & Corporate Social Responsibility Committee (M) Other Companies - Directorships: a. RCH Service India Private Limited b. TVS Infrastructure Investment Manager Private Limited (ID) c. Shriram Life Insurance Company Limited (ID) d. Chennai International Centre e. SK Finance Limited (ID) f. Jasmine Concrete Exports Private Limited g. Nani Palkhivala Arbitration Centre (ID) 16 Listed entities from which the person has resigned in the past three years 0 Muthoot Microfin Limited		·	(Audit Committee (C), Nomination & Remuneration
a. RCH Service India Private Limited b. TVS Infrastructure Investment Manager Private Limited (ID) c. Shriram Life Insurance Company Limited (ID) d. Chennai International Centre e. SK Finance Limited (ID) f. Jasmine Concrete Exports Private Limited g. Nani Palkhivala Arbitration Centre (ID) 16 Listed entities from which the person has resigned in the past three years b. Muthoot Microfin Limited			(Audit Committee (C), Nomination & Remuneration Committee (M), Risk Management Committee (M)
b. TVS Infrastructure Investment Manager Private Limited (ID) c. Shriram Life Insurance Company Limited (ID) d. Chennai International Centre e. SK Finance Limited (ID) f. Jasmine Concrete Exports Private Limited g. Nani Palkhivala Arbitration Centre (ID) 16 Listed entities from which the person has resigned in the past three years b. Muthoot Microfin Limited			Other Companies - Directorships:
Limited (ID) c. Shriram Life Insurance Company Limited (ID) d. Chennai International Centre e. SK Finance Limited (ID) f. Jasmine Concrete Exports Private Limited g. Nani Palkhivala Arbitration Centre (ID) 16 Listed entities from which the person has resigned in the past three years b. Muthoot Microfin Limited			a. RCH Service India Private Limited
d. Chennai International Centre e. SK Finance Limited (ID) f. Jasmine Concrete Exports Private Limited g. Nani Palkhivala Arbitration Centre (ID) 16 Listed entities from which the person has resigned in the past three years b. Muthoot Microfin Limited			· ·
e. SK Finance Limited (ID) f. Jasmine Concrete Exports Private Limited g. Nani Palkhivala Arbitration Centre (ID) 16 Listed entities from which the person has resigned in the past three years b. Muthoot Microfin Limited			c. Shriram Life Insurance Company Limited (ID)
f. Jasmine Concrete Exports Private Limited g. Nani Palkhivala Arbitration Centre (ID) 16 Listed entities from which the person has resigned in the past three years b. Muthoot Microfin Limited			d. Chennai International Centre
f. Jasmine Concrete Exports Private Limited g. Nani Palkhivala Arbitration Centre (ID) 16 Listed entities from which the person has resigned in the past three years b. Muthoot Microfin Limited			e. SK Finance Limited (ID)
16 Listed entities from which the person has resigned in the past three years a. Tamilnadu Newsprint & Papers Limited b. Muthoot Microfin Limited			, ,
16 Listed entities from which the person has resigned in the past three years a. Tamilnadu Newsprint & Papers Limited b. Muthoot Microfin Limited			g. Nani Palkhivala Arbitration Centre (ID)
b. Muthoot Microlin Limited	16	Listed entities from which the person has resigned in	
		the past three years	b. Muthoot Microfin Limited
	17	Shareholding in the Company	

(Note: ID – Independent Director | (C) – Chairman | (M) – Member)

Item 2:

The Members may note that Notedome Ltd, UK, was acquired during September 2016 by AMCHEM Speciality Chemicals Private Limited, Singapore (AMCHEM SG) through AMCHEM Speciality Chemicals UK Limited (AMCHEM UK). As part of subsequent group restructuring, AMCHEM UK was voluntarily liquidated and dissolved on 19th September 2023. Following this, all shares of Notedome Ltd were transferred from AMCHEM UK to its parent company, AMCHEM SG, thereby making Notedome a direct subsidiary of AMCHEM SG.

AMCHEM SG has received a formal acquisition proposal from C.O.I.M. S.p.A. – Chimica Organica Industriale Milanese, a globally recognized leader in chemical specialties, operating across more than 90 countries.

Rationale for Sale of Notedome Limited, UK:

Notedome operates in a niche and mature segment of the polyurethane systems product group. Manali Petrochemicals Limited has decided to pursue a strategic disinvestment, as part of a broader portfolio restructuring. After careful consideration of both, current trends and future market dynamics, the company is confident that this transaction will deliver a positive return to its shareholders. The proceeds will be strategically reallocated within the group, with a focus on our core portfolio and its derivatives, as well as international expansion into sectors with high growth potential.

Statutory Compliance:

As the ultimate holding company, MPL (the Company) must ensure full compliance with all applicable regulatory provisions, despite not directly executing the disinvestment. According to the audited financial statements as of 31st March 2025, Notedome Ltd qualifies as a Wholly owned step-down Material Subsidiary under Regulation 16 and Regulation 24 of the SEBI Listing Regulations, 2015.

Regulation 24(5) of the SEBI Listing Regulations, 2015, mandates that a listed entity shall not dispose of shares in a material subsidiary resulting in reduction of its shareholding to fifty percent or less, or cease to exercise control, without passing a special resolution in a General Meeting.

Since the proposed transaction involves the sale of Notedome Ltd, a wholly owned step down material subsidiary, to a third party, the Company is required to obtain prior approval from its shareholders through a special resolution for the transaction to proceed. In view of the above proposal, Board of Directors at their meeting held on 15th October 2025, based on the recommendation of the Audit Committee, accorded its consent to the said proposal and recommended the same for the approval of the members.

Subject to the approval of the members and successful completion of the transaction, Notedome Limited, UK and its subsidiary will cease to be Wholly owned subsidiary of AMCHEM, SG and Step-down Wholly owned subsidiary of Manali Petrochemicals Limited.

In this connection, the approval of the Members is sought for the said transaction, as a special resolution as set out above.

None of the Director and Key Managerial Personnel of the Company or their relatives are interested in or concerned or in any way interested in the Resolution set out in Item no. 2.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of Members of the Company.

GUIDANCE TO SHAREHOLDERS FOR POSTAL BALLOT THROUGH E-VOTING THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- i. The voting period begins on Thursday, the 16th October 2025 at 9:00 AM (IST) and ends on Saturday, the 15th November 2025 at 5:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, 10th October 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method	
Individual Shareholders holding securities in Demat mode with CDSL Depository	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.	
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.	
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) and then click on registration option.	
	 Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.	

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
	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.jsp
	3. 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
	4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders	Members facing any technical issue in login can contact CDSL helpdesk by
holding securities in Demat	sending a request at helpdesk.evoting@cdslindia.com or contact at toll free
mode with CDSL	no. 1800 21 099 11.
Individual Shareholders	Members facing any technical issue in login can contact NSDL helpdesk by
holding securities in Demat	sending a request at evoting@nsdl.co.in or call at toll free no. 022-48867000 and
mode with NSDL	022-24997000.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- iv. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1. The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2. Click on "Shareholders" module.
 - 3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4. Next enter the Image Verification as displayed and Click on Login.
 - 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as
OR Date of Birth (DOB)	recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or company, please
	enter the member id / folio number in the Dividend Bank details field.

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN for Manali Petrochemicals Limited [EVSN: 251013001] on which you choose to vote.

- ix. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xiv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvi. Additional Facility for Non Individual Shareholders and Custodians For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log
 on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/
 Authority letter etc. together with attested specimen signature of the duly authorized signatory who are
 authorized to vote, to the Scrutinizer bchandraassociates@gmail.com and to the Company at the email
 address viz; companysecretary@manalipetro.com, if they have voted from individual tab & not uploaded
 same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- For Physical shareholders please provide necessary details like Folio No., Name of shareholder, scanned copy
 of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested
 scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2. For Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP).
- 3. For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
 - If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 099 11.
 - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk. evoting@cdslindia.com or call at toll free no. 1800 21 099 11.