



Manali Petrochemicals Limited

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

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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:

Ordinary Resolution:

1. Approval under Regulation 23 of the SEBI Listing Regulations, 2015, for Material Related Party Transactions and Material Modifications with Wilson International Trading Private Limited, Singapore.

Special Resolutions:

2. Approval for reappointment of Mr. T K Arun (DIN: 02163427) as an Independent Director of the Company for second term.
3. Approval for revision in remuneration to Mr. R Chandrasekar (DIN: 06374821), Managing Director & CEO – MPL Group.
4. Approval for revision in remuneration to Mr. G R Sridhar (DIN: 10596912), Wholetime Director (Head of Plant Operations).

The Resolutions to be passed for the above proposals, together with the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, 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.

By Order of the Board
For Manali Petrochemicals Limited

Place: Chennai
Date: 25.06.2026

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 03rd July 2026 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 Wednesday, the 08th July, 2026 at (9:00 AM) IST and ends on Thursday, the 06th August, 2026 at (5:00 PM) IST.
7. In terms of the resolution of the Board of Directors passed at their meeting held on 21st May 2026, 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. The Postal Ballot Notice dated 21.05.2026 was amended by the Board, by way of a resolution passed by circulation on 25.06.2026, by including Item No. 1 seeking approval under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for Material Related Party Transactions and Material Modifications with Wilson International Trading Private Limited, Singapore.
9. 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.
10. The last date of e-Voting, i.e., Thursday, the 06th August, 2026 will be taken to be the date of passing of the resolutions in this Notice.
11. 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.
12. 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.
13. 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. **Approval under Regulation 23 of the SEBI Listing Regulations, 2015, for Material Related Party Transactions and Material Modifications with Wilson International Trading Private Limited, Singapore**

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

RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the approval and recommendation of the Audit Committee, consent of the Members is hereby accorded for transactions with Wilson International Trading Private Limited, Singapore, for a period of one year from the date of approval by the Members of the Company for import of materials for an aggregate value not exceeding ₹ 200 crore (Rupees Two Hundred Crore only), exclusive of applicable taxes.

2. **Approval for reappointment of Mr. T K Arun (DIN: 02163427) as an Independent Director of the Company for second term**

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 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder,

Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Articles of Association of the Company and based on the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. T K Arun (DIN: 02163427) who would be completing his first term of five years as an Independent Director of the Company on 28th September 2026 is reappointed as an Independent Director of the Company for second term of five years from 29th September 2026, not liable to retirement by rotation.

3. Approval for revision in remuneration to Mr. R Chandrasekar (DIN: 06374821), Managing Director & CEO– MPL Group

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

RESOLVED THAT in partial modification of the resolutions passed on 09th August 2024 and 04th May 2025 by the Members and pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Rules made thereunder, consent of the Members is accorded for the following:

- a. Total remuneration shall be ₹ 127.73 lakh / annum including basic salary and all other allowances but excluding annual performance linked pay and contribution to Provident and other Funds, gratuity, leave with salary and encashment thereof, and other benefits which shall be in accordance with the applicable law/service rules of the Company.
- b. The quantum of the annual performance linked pay shall be ₹ 25 lakh or such other sum as may be decided by the Board for each year, subject to the condition that the total remuneration including the annual performance linked pay to Mr. R Chandrasekar (DIN: 06374821), for the year shall be within the limits prescribed under the Act.
- c. The contribution to provident fund and other funds, gratuity and leave encashment at the end of the tenure shall not be included in the computation of ceiling for the aforesaid minimum remuneration.
- d. The following shall not be deemed to be remuneration to Mr. R Chandrasekar:
 - Provision of local travel facilities, telephone at residence and mobile phone and other communication facilities.
 - Reimbursement of entertainment expenses and travelling expenses actually incurred for the conduct of the business of the Company, subject to a reasonable ceiling as may be fixed by the Chairman from time to time.
 - Other expenses incurred by him in relation to the discharge of his duties in relation to the business of the Company.
- e. In the event of loss or inadequacy of profits, the quantum of annual performance linked pay shall be decided by Board from time to time.
- f. The aforesaid revised remuneration shall be applicable from 1st April 2026.
- g. All the other terms and conditions of appointment and remuneration shall remain the same.

4. Approval for revision in remuneration to Mr. G R Sridhar (DIN: 10596912), Wholetime Director (Head of Plant Operations)

RESOLVED THAT in partial modification of the resolutions passed on 09th August 2024 and 04th May 2025 by Members and pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Rules made thereunder, consent of the Members is accorded for the following:

- a. Total remuneration shall be ₹ 65.17 lakh / annum including basic salary and all other allowances but excluding annual performance linked pay and contribution to Provident and other Funds, gratuity, leave with salary and encashment thereof, and other benefits which shall be in accordance with the applicable law/service rules of the Company.

- b. The quantum of the annual performance linked pay shall be ₹ 15 lakh or such other sum as may be decided by the Board for each year, subject to the condition that the total remuneration including the annual performance linked pay to Mr. G R Sridhar (DIN: 10596912) for the year shall be within the limits prescribed under the Act.
- c. The contribution to provident fund and other funds, gratuity and leave encashment at the end of the tenure shall not be included in the computation of ceiling for the aforesaid minimum remuneration.
- d. The following shall not be deemed to be remuneration to Mr. G R Sridhar:
 - Provision of local travel facilities, telephone at residence and mobile phone and other communication facilities.
 - Reimbursement of entertainment expenses and travelling expenses actually incurred for the conduct of the business of the Company, subject to a reasonable ceiling as may be fixed by the Managing Director / Board from time to time.
 - Other expenses incurred by him in relation to the discharge of his duties in relation to the business of the Company.
- e. In the event of loss or inadequacy of profits, the quantum of annual performance linked pay shall be decided by Board from time to time.
- f. The aforesaid revised remuneration shall be applicable from 1st April 2026.
- g. All the other terms and conditions of appointment and remuneration shall remain the same.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item 1:

Wilson International Trading Private Limited, Singapore ("Wilson") is a related party of the Company within the meaning of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). The Company has been undertaking transactions with Wilson at arm's length basis and in the ordinary course of business for the import of various raw materials.

The Audit Committee of the Company, at its meeting held on 09th March 2026, granted prior approval for transactions with Wilson up to an aggregate value of ₹ 75 crore for FY 2026-27. Subsequently, it was proposed to increase the said limit to ₹ 200 crore, being an increase of ₹ 125 crore over the existing approved limit.

The proposed enhancement is required to meet the Company's business needs, as it procures certain imported raw materials through Wilson, its third-party strategic supplier. The proposed transactions are aligned with the Company's operations and are considered necessary in view of prevailing market conditions.

The Audit Committee, vide its Circular Resolution dated 20th June 2026, has accorded its consent for the revision of the omnibus approval granted earlier in respect of transactions with Wilson, subject to the approval of the Members of the Company.

In terms of Regulation 23(1) of the SEBI LODR read with the applicable provisions of Schedule XII, as amended from time to time, any related party transaction exceeding 10% of the annual consolidated turnover of the Company, as per the last audited financial statements, is treated as a material related party transaction. Based on the audited financial statements of the Company for the year ended 31st March 2026, 10% of the consolidated turnover works out to ₹ 102.24 crore. Since the proposed revised overall transaction limit of ₹ 200 crore exceeds the said threshold, the transaction constitutes a material related party transaction and accordingly requires approval of the Members under Regulation 23(4) of the SEBI LODR.

The management has provided the Audit Committee with the relevant details of proposed Related Party Transaction (RPT) including material terms and basis of pricing. All Independent Directors of the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPTs with Wilson, for an aggregate value up to ₹ 200 (excluding taxes) crore for a period of one year from the date of approval of the Members.

The Audit Committee has noted that the said transactions with Wilson will be in the ordinary course of business and at an arm's length basis. The Audit Committee also reviewed the certificate provided by MD & CEO and Chief Financial Officer of the Company, as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" (RPT Industry Standards).

Details of the proposed RPTs between the Company and Wilson, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circulars dated June 26, 2025 and October 13, 2025, has been set out in the statutory disclosure part of this Notice.

Save and except as disclosed in the statutory disclosure below, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or in any way interested in the aforementioned proposal.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice for approval of the Members.

Item 2:

Mr. Thanjavur Kanakaraj Arun ('Mr. T K Arun') (DIN: 02163427) was appointed as an Independent Director of the Company for a period of five years from 29th September 2021 and he will be completing his first term on 28th September 2026. As per Section 149(10) of the Companies Act, 2013 ("the Act") and Regulation 25(2A) of SEBI Listing Regulations, 2015, he shall be eligible for reappointment for second term upto five years on passing of a Special Resolution by the Members.

The Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for Mr. T K Arun for the office of Independent Director for second term. The Company also received necessary declaration from Mr. T K Arun that he complies with the criteria for Independent Directors specified under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015 along with consent to act as Director for second term under Section 152(5) of the Act.

Since the appointment is recommended by the Nomination & Remuneration Committee and approved by the Board, the requirement of deposit of ₹ 1,00,000/- as stipulated under Section 160 of the Act, does not arise.

In the opinion of the Nomination and Remuneration Committee (NRC) and Board, Mr. T K Arun 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 that Mr. T K Arun's background, qualification, expertise and experience are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that he is eligible for reappointment as an Independent Director for second term.

The profile of Mr. T K Arun is given below from which it can be seen that he has rich corporate expertise under varied capacities in diversified sectors. He is also serving on the Boards of other listed companies and their committees. The Nomination and Remuneration Committee recommended the appointment for a second term of five years w.e.f. 29th September 2026 based on the report of performance evaluation and other related factors, which was found to be good. His continued association would be beneficial to the Company and so the Directors recommend the proposal for consideration and approval of the Members by way of a Special Resolution.

Brief Profile:

Mr. T K Arun is a graduate in Commerce from the University of Madras and is an Associate Member of the Institute of Company Secretaries of India, New Delhi. He has served in leading industrial promotion and infrastructure development organisations, including Tamilnadu Industrial Development Corporation Limited (TIDCO), Kamarajar Port Ltd., Guidance Bureau, New Tirupur Area Development Corporation and after an illustrious career of over 3 decades, retired as Senior General Manager and Secretary, TIDCO.

Mr. Arun has over 40 years of experience in investment promotion and project development. He worked in multiple state and central government organizations in various specialised sectors including equity investments, industrial promotion, major ports, roads and water supply. He has wide experience in commercial negotiations, contracting and contract management, structuring of PPP infrastructure projects in Ports, roads and IT sectors, procurement of developers for PPP projects, Management of PPP contracts, management of project contracts including financing, concession documents, arbitration and conciliation proceedings and asset re-structuring. Post his retirement from

TIDCO, he is advising established corporates on legal, administrative and governance processes. Since 2008, he has also served as a non-executive director on the boards of various companies operating in diverse sectors including Petrochemicals, chemicals, engineering, infrastructure, automotive, and other retail industries. Mr. Arun joined MPL's Board in February 2018 as a Non-Executive Non-Independent Director. He was appointed as an Independent Director w.e.f. 29th September 2021.

Except Mr. T K Arun, none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

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

Item 3:

Based on the recommendation of the Nomination and Remuneration Committee, the Board at the meeting held on 21st May 2026 approved revision in remuneration to Mr. R Chandrasekar, (DIN: 06374821), Managing Director & CEO – MPL Group, as detailed in the resolution. The revised remuneration is considered reasonable taking into account various factors including but not limited to the performance of the Company, the individual, remuneration to similarly placed executives in the industry and the like. Statement pursuant to Clause (iv) of second proviso to Paragraph B of Section II of Part II of Schedule V to the Act is enclosed to the extent applicable.

Except Mr. R Chandrasekar, none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for consideration and approval of the Members as a Special Resolution.

Item 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board at the meeting held on 21st May 2026 approved revision in remuneration to Mr. G R Sridhar, (DIN: 10596912), Wholetime Director (Head of Plant Operations), as detailed in the resolution. The revised remuneration is considered reasonable taking into account various factors including but not limited to the performance of the Company, the individual, remuneration to similarly placed executives in the industry and the like. Statement pursuant to Clause (iv) of second proviso to Paragraph B of Section II of Part II of Schedule V to the Act is enclosed to the extent applicable.

Except Mr. G R Sridhar, none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for consideration and approval of the Members as a Special Resolution.

STATUTORY DISCLOSURES

Minimum Information to be provided under RPT Industry Standards

S. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1	Name of the Related Party	Wilson International Trading Private Limited ("Wilson")
2	Country of Incorporation of the Related Party	Singapore
3	Nature of business of the Related Party	Global commodity trading house.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:	Wilson is a related party of the Company's overseas wholly owned subsidiary – AMCHEM Speciality Chemicals Private Limited, Singapore ("AMCHEM SG")
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Nil
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	Transaction aggregating to ₹ 31.48 Crore were undertaken during FY 2025-26 for imports of raw materials.
2	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	During Q1 of FY 2026-27, the Company ordered raw materials aggregating to USD 6.024 million (approximately Rs. 59 crore). The final INR equivalent will be ascertainable only upon completion of the transactions, based on the exchange rate prevailing at the relevant time.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No such default reported.
A(4) Amount of the proposed transactions		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	The proposed incremental approval is for ₹ 125 crore and the overall limits shall be not exceeding ₹ 200 crore (excluding taxes).
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	19.56% Based on the overall proposed limit of ₹ 200 Crore.

S. No.	Particulars of the information	Information provided by the management
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	5.16% Based on the Wilson's Standalone Turnover for the year ended 31.12.2025.
6	Financial performance of the related party for the immediately preceding financial year (As on 31 st December 2025)	Revenue - USD 445 Million Profit After Tax - USD 7 Million Net worth - USD 113 Million
A(5) Basic details of proposed transactions to be approved		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Import of raw materials
2	Details of the proposed transaction	Various raw materials are proposed to be imported through Wilson, from time to time, as and when required by the Company in the ordinary course of its business. Such imports are aligned with the Company's operations and are considered necessary in view of prevailing market conditions, including supply chain availability, sourcing flexibility, and continuity of operations.
3	Tenure of the proposed transaction	For a period of one year from the date of Members approval.
4	Whether omnibus approval is being sought	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Proposed incremental limit is ₹ 125 crore with the overall limits shall not be exceeding ₹ 200 crore exclusive of applicable taxes. This is not a multiyear proposal; The transaction is valid for a period of one year from the date of approval of Members.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed transactions with Wilson International Trading Private Limited, Singapore are in the interest of the Company as they facilitate the timely and reliable procurement of imported raw materials required for the Company's operations. Wilson functions as a third-party strategic supplier, and sourcing through Wilson supports continuity of supply, operational flexibility, and business efficiency considering prevailing market conditions. The proposed transactions are in the ordinary course of business and are aligned with the Company's commercial requirements. Approval of the transactions is expected to ensure uninterrupted availability of materials necessary for production and business continuity, while enabling the Company to meet its operational and sourcing needs in a cost-effective and commercially expedient manner.

S. No.	Particulars of the information	Information provided by the management
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	We wish to confirm that, except that Mr. Ashwin C Muthiah, Director and member of the promoter group of MPL, is also a director in Wilson International Trading Private Limited, Singapore and a holder of 5 shares therein, representing 0.01% of its share capital and Ms. Devaki Muthiah Chardon's relative is a director in the said Wilson, none of the promoter(s), director(s) or key managerial personnel of the Company, nor their relatives, has any direct or indirect interest or concern in the proposed transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Since the proposed transactions relate solely to the import of raw materials on an arm's length commercial basis, no valuation report or other external party report is applicable or required.
9	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.

Part B: Additional Information

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company generally obtains two to three quotations from eligible suppliers for purchasing or supply of goods. Wilson was selected after considering the quotations received, along with its experience, commercial suitability, and ability to meet the Company's requirements.
2	Basis of determination of price	The basis of determination of price is arm's length commercial pricing, supported by market quotes, prevailing market conditions, and past experience with Wilson in similar transactions.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable.

Information as required under Para B of Annexure to the SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2015/135 dated 13th October 2015 are also covered above.

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the SEBI Listing Regulations, 2015 the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 1.

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

1	Name	Mr. Thanjavur Kanakaraj Arun
2	Age	66 years
3	Nationality	Indian
4	Qualifications	Please refer explanatory statement for item no. 2.
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	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 last drawn for FY 2025-26 (in ₹)	Sitting Fee: ₹ 7.00 Lakh Other Remuneration – ₹ 5 Lakh paid for FY 2024-25 after obtaining approval of members of the company at the Annual General Meeting of the Company held on 16th September 2025. The above-mentioned remuneration is in line with the Company policy on Criteria for payment of Remuneration to Non-Executive Directors read along with Companies Act, 2013.
11	Remuneration sought to be paid	Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013. Other remuneration, if any, with the approval of Shareholders.
12	Date of first appointment on the Board	He was appointed as an Additional Director under Non-Executive Non-Independent category on 5 th February 2018.
13	Disclosure of relationships between directors inter-se and with other Key Managerial Personnel of the Company	Mr. T K Arun is not related to any of the Directors and Key Managerial Personnel of the Company.
14	Number of Board Meeting attended during the Financial year 2025-26	07 (seven)
15	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: - Manali Petrochemicals Limited (ID) (Audit Committee (M), Stakeholders Relationship Committee (C), & Risk Management Committee (C). - Southern Petrochemical Industries Corporation Limited (ID) (Audit Committee (M), Stakeholders Relationship Committee (C), Nomination & Remuneration Committee (M), Risk Management Committee (M) & Corporate Social Responsibility Committee (M). - Tuticorin Alkali Chemicals and Fertilizers Limited (ID) Stakeholders Relationship Committee (C), Nomination & Remuneration Committee (M) & Risk Management Committee (C) Other Companies - Directorships: - Greenstar Fertilizers Limited (ID) Audit Committee (M), Nomination & Remuneration Committee (C) & Corporate Social Responsibility Committee (M).
16	Listed entities from which the person has resigned in the past three years	Nil
17	Shareholding in the Company	Nil
18	Performance evaluation	Provided in the explanatory statement 2.

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

Statement pursuant to clause (IV) of second proviso to Paragraph B of Section II of Part II of Schedule V to the Act (Item Nos. 3 & 4).

General Information

(1)	Nature of Industry	Petrochemicals – Manufacture of Propylene Oxide, Propylene Glycol and Polyols, intermediates with applications across a spectrum of industries including Pharmaceuticals, Polyurethane, Resin, Fragrances, Food, Refrigeration, Oil Drilling, etc.																																					
(2)	Year of Commencement of Commercial Production	1990																																					
(3)	Financial performance and Export data	<table><tr><th rowspan="2">Year</th><th colspan="3">₹ in crore</th><th>Dividend</th></tr><tr><th>Net Sales</th><th>PAT</th><th>Exports</th><th>%</th></tr><tr><td>2025-26</td><td>786.34</td><td>34.76</td><td>8.09</td><td>10@</td></tr><tr><td>2024-25</td><td>647.51</td><td>(8.74)</td><td>11.92</td><td>10</td></tr><tr><td>2023-24</td><td>797.63</td><td>(9.25)</td><td>16.41</td><td>15</td></tr><tr><td>2022-23</td><td>1,029.06</td><td>50.81</td><td>24.81</td><td>15</td></tr><tr><td>2021-22</td><td>1,443.67</td><td>376.69</td><td>64.17</td><td>50</td></tr></table>				Year	₹ in crore			Dividend	Net Sales	PAT	Exports	%	2025-26	786.34	34.76	8.09	10@	2024-25	647.51	(8.74)	11.92	10	2023-24	797.63	(9.25)	16.41	15	2022-23	1,029.06	50.81	24.81	15	2021-22	1,443.67	376.69	64.17	50
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(4)	Foreign investments or Collaborations, if any.	The Company has invested ₹ 398.51 crore in its Wholly Owned Subsidiary viz., AMCHEM Speciality Chemicals Private Limited, Singapore.																																					

@The Board of Directors at their meeting held on 21st May 2026 have recommended a final dividend of Re. 0.50 (10%) per share on 17,19,99,229 equity shares of ₹ 5/- each for FY 2025-26 subject to the approval of shareholders at the ensuing Annual General Meeting.

Information about the Directors:

(1)	Name	Mr. R Chandrasekar (Item 3)	Mr. G R Sridhar (Item 4)
(2)	Background details	Furnished in the Explanatory statement for item no. 3	Furnished in the Explanatory statement for item no. 4
(3)	Past remuneration for FY 2025-26 (in ₹)	135.58 Lakh*	67.82 Lakh*
(4)	Job profile and his suitability	Mr. R Chandrasekar in his capacity as Managing Director & CEO – MPL Group, is responsible for driving the Group's overall strategy, overseeing business operations, ensuring financial discipline, strengthening governance frameworks, leading mergers & acquisitions initiatives and all other related activities. In view of his extensive experience, strong educational background, deep industry knowledge, and demonstrated track record of performance within MPL, and considering the scale and complexity of the Company's operations, the Board is of the opinion that Mr. Chandrasekar is well-qualified and eminently suitable to hold the position of Managing Director & CEO – MPL Group.	As the Whole-time Director, Mr. G R Sridhar is responsible for the plant operations, projects, and other matters as may be delegated by the Managing Director / Board from time to time. Considering his previous experience, educational background, knowledge about the industry, past performance in MPL and the nature and size of operations of the Company, he is a fit and proper person to be the Whole-time Director of the Company.

(5)	Remuneration proposed (in ₹)	Refer resolution	Refer resolution
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. R Chandrasekar, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. G R Sridhar, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies
(7)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any.	Besides the remuneration paid /proposed to be paid to Mr. R Chandrasekar, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.	Besides the remuneration paid / proposed to be paid to Mr. G R Sridhar, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

*The said remuneration includes the Annual Performance Linked Pay (APLP) of FY 2024-25 as approved by the members earlier. Does not include APLP for FY 2025-26.

GUIDANCE TO SHAREHOLDERS FOR POSTAL BALLOT THROUGH E-VOTING

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- i. The voting period begins on Wednesday, the 08th July, 2026 at 9:00 AM (IST) and ends on Thursday, the 06th August, 2026 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) 03rd July, 2026 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	1. 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 is 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) tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a 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.
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 redirected 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.

Type of shareholders	Login Method
	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, 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 redirected 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 holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 099 11.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-4886 7000 and 022-2499 7000.

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 or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as 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: 260706004] 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.

1. 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), AADHAAR (self attested scanned copy of Aadhaar 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 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.
