

SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED

Registered Office: "SPIC House", 88 Mount Road, Guindy, Chennai - 600 032.

CIN:L11101TN1969PLC005778; E-mail: spiccorp@spic.co.in; website:www.spic.in, Ph: 044-22350245

NOTICE

NOTICE is hereby given that the FORTY FOURTH ANNUAL GENERAL MEETING of the Members of Southern Petrochemical Industries Corporation Limited will be held at 4.00 P.M. on Monday the 21 September, 2015 at Rajah Annamalai Mandram, No. 5, Esplanade Road, Chennai - 600 108 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statement

RESOLVED THAT

- a. the audited financial statement of the Company for the financial year ended 31 March 2015 and the Reports of the Board of Directors and Auditors thereon;
- b. the audited consolidated financial statement of the Company for the financial year ended 31 March 2015 and the Report of the Auditors thereon,

be and are hereby received and adopted.

2. Appointment of Director

"RESOLVED THAT Thiru S R Ramakrishnan (DIN: 00120126), who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of the Company".

3. Appointment of Statutory Auditors

To consider and if thought fit, to pass, with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the appointment of M/s Deloitte Haskins & Sells (DHS), Chartered Accountants, Chennai (Firm Registration No. 008072S), as Statutory Auditors of the Company to hold Office from the conclusion of this Meeting till the conclusion of the 45th Annual General Meeting of the Company on a remuneration as may be fixed by the Board of Directors of the Company be and is hereby ratified."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT Tmt G Latha, I.A.S., (DIN: 02860567), Nominee of Tamilnadu Industrial Development Corporation Limited appointed in terms Section 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Articles of Association of the Company be and is hereby appointed as Director of the Company liable to retire by rotation."

5. To consider and if thought fit, to pass, with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made there under including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV of the Act and Clause 49 of the Listing Agreement, the appointment of Thiru Harish Chandra Chawla (DIN : 00085415) as Independent Director of the Company to hold office for a period of five years from 8th September 2014 be and is hereby approved."

6. To consider and if thought fit, to pass, with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made there under including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV of the Act and Clause 49 of the Listing Agreement, the appointment of Tmt Sashikala Srikanth (DIN : 01678374) as Independent Director of the Company to hold office for a period of five years from 8th September 2014 be and is hereby approved."

7. To consider and if thought fit, to pass, with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made there under including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV of the Act and Clause 49 of the Listing Agreement, the appointment of Thiru Sumanjit Chaudhry (DIN : 06752672) as Independent Director of the Company to hold office for a period of five years from 10th February 2015 be and is hereby approved."

8. To consider and if thought fit, to pass with or without modification, the following Resolutions as **ORDINARY RESOLUTIONS:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Rules made there under read with the provisions of Companies (Cost Records and Audit) Rules, 2014 including any statutory amendment(s), modification(s) and re-enactment thereof for the time being in force, the appointment of Thiru P.R.Tantri (M.No.2403) as Cost Auditor to conduct the Cost Audit pertaining to

cost accounts and records of the Fertilizer Division of the Company for the financial year ending 31 March, 2016, on a remuneration of Rs. 1,00,000/- (Rupees one lakh only) be and is hereby approved and ratified;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and deeds and take all steps as may be necessary, proper or expedient to give effect to this Resolution.

- 9 To consider and if thought fit to pass with or without modification the following Resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT the approval be and is hereby accorded pursuant to Clause 49 of the Listing Agreement with the National Stock Exchange of India Limited and applicable provisions of the Companies Act, 2013 if any, for the transactions entered into by the Company with the related parties during the year 2014-15 which are in the ordinary course of business and at arms length basis but considered material as per Clause 49 of the Listing Agreement, as mentioned herein below:-

Name of the Related Party	Nature of Transactions	Amount (Rs .in lacs)
Greenstar Fertilizers Limited	Sale / Purchase of goods, availing / rendering of services and availing of loan	30223.53
Wilson International Trading Pte Ltd. Singapore	Purchase of raw-materials	64836.70

(By Order of the Board)
For SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LTD.

Place: Chennai
Date : 4 Aug 2015

M B GANESH
Secretary

NOTES:

- (A). a. Share Transfer Register of the Company will remain closed from 8th September 2015 to 21st September 2015 (both days inclusive).
- b. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of items 4 to 9 is annexed hereto.
- c. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY MAY APPOINT A PROXY / PROXIES TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the AGM. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate

resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) Members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. However, a single person may act as a proxy for a Member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person / shareholder.

- d. Members holding shares in physical form are advised to inform the Company of any change in address or demise of any Member.
- e. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) of Members holding shares in demat form and should submit self attested copy of their PAN details to the Company while sending physical share certificates for transfer / transmission.
- f. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the AGM forms integral part of the Notice. Such Directors have furnished the requisite declarations for their appointment / re-appointment.
- g. Electronic copy of the Notice of the 44th AGM of the Company inter alia indicating the process and manner of electronic-voting (e-voting) along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 44th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy form are being sent in the permitted mode.
- h. Members may also note that the Notice of the 44th AGM and the Annual Report will be available on the Company's website www.spic.in.
- i. A person who has participated in e-voting is not debarred from participating in the Meeting physically though he shall not be eligible to vote in the Meeting again and his earlier vote cast electronically shall be treated as final. In terms of the provisions of Section 107 read with Section 109, there will be no voting by show of hands at the Meeting and hence the provisions relating to demand for poll by the Members would not be relevant. The Chairman of the meeting will regulate the Meeting and voting on the resolutions in accordance with the provisions of the Act and the applicable Rules.
- j. The facility for voting through ballot paper shall be made available at the meeting and Members attending

the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

- k. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off-date, 14th September 2015.
- l. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules made thereunder. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to the Company. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

Inspection of Documents:

All material documents relating to the aforesaid items of business of the Notice are available for inspection by the Members at the Registered Office of the Company on all working days between 11.00 A.M. and 1.00 P.M. prior to the date of the Meeting except Saturday and Sunday.

(B) Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing to its Members facility to exercise their right to vote at the 44th AGM by electronic means and the business may be transacted through electronic-Voting Services provided by CDSL.

INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

- (a) In case of Members receiving Notice of AGM by e-mail:
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID), Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
 - (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
 - (vi) Now, fill up the following details in the appropriate boxes

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

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.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, Members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiv) 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.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) Any person who becomes a Member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date, 14th September 2015, may obtain login ID and password by sending an email to investor@cameoindia.com, shares.dep@spic.co.in or helpdesk.evoting@cDSLindia.com by mentioning your Folio No. / Client ID and DP ID. However, if already registered with CDSL for remote e-voting, then you can use your existing ID and password for casting your vote.
- (xx) The Scrutiniser, after scrutinising the votes cast at the meeting and through remote e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutiniser’s report and submit the same to the Chairman or to the Director authorised by the Chairman.
- (xxi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 21st September 2015.
- (b) In case of Members receiving the physical copy of Notice of AGM, please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.
- (c) Smt. B. Chandra, Practicing Company Secretary (CP No. 7859) has been appointed as the Scrutinizer to scrutinize the e-voting process and the poll at the venue in a fair and transparent manner.
- (d) The voting begins on 18th September 2015 (9.00 a.m.) and ends on 20th September 2015 (5.00 p.m). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e., 14th September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (e) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cDSLindia.com.

As per the Companies Act 2013 and Rules made there under, a Company may give Notice through electronic mode to its Members. The e-mail shall be addressed to the person entitled to receive such e-mail as per the records of the Company or as provided by the Depository. Hence Members are advised to register/update their e-mail address and enable the Company to send Notice, Financial Statements and other documents in electronic form.

ROUTE MAP FOR AGM VENUE



Annexure to Notice

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, READ WITH ARTICLE 76 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The following Explanatory Statement sets out the material facts referred to in Item Nos. 4 to 9 of the Notice convening the 44th Annual General Meeting (AGM):

ITEM No. 4

The Board of Directors, at their Meeting held on 14th November 2014 had appointed Tmt G Latha I A S. (DIN: 02860567), nominee of TIDCO as Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") and will hold office upto the date of the AGM. Notice proposing her candidature has been received along with requisite deposit from a Member under Section 160 of the Act. The Board recommends the Resolution in relation to appointment of Tmt G Latha I A S. as Director for approval by the Members of the Company.

Memorandum of Interest:

Except Tmt G Latha and her relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution.

ITEM No. 5 and 6

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had appointed Brig (Retd) Harish Chandra Chawla (DIN: 00085415) and Tmt. Sashikala Srikanth (DIN: 01678374) as Independent Directors for a period of five years from 8th September 2014 pursuant to applicable provisions of the Act and Clause 49 of the Listing Agreement. Pursuant to proviso to Section 152 (5) of the Act, in the opinion of the Board, Brig (Retd) Harish Chandra Chawla and Tmt Sashikala Srikanth fulfil the conditions specified in the Act and Rules made there under for appointment as Independent Directors of the Company and are independent of the Management. Notices proposing their candidature have been received along with requisite deposit from a Member under Section 160 of the Act. The Board recommends the Resolutions in relation to appointment of Brig (Retd) Harish Chandra Chawla and Tmt. Sashikala Srikanth as Independent Directors, for approval by the Members of the Company.

Memorandum of Interest:

Except Brig (Retd) Harish Chandra Chawla, and Tmt. Sashikala Srikanth and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution.

ITEM No. 7

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had appointed Thiru Sumanjit Chaudhry (DIN: 06752672) as an Independent Director for a period of five years from 10th February 2015 pursuant to applicable provisions of the Act and Clause 49 of the Listing Agreement. Pursuant to proviso to Section 152 (5) of the Act, in the opinion of the Board, Thiru Sumanjit Chaudhry fulfils the conditions specified in the Act, and Rules made there under for appointment as an Independent Director of the Company and is independent of the Management. Notice proposing his candidature has been received along with requisite deposit from a Member under Section 160 of the Act. The Board recommends the Resolution in relation to appointment of Thiru Sumanjit Chaudhry as an

Independent Director, for approval by the Members of the Company.

Memorandum of Interest:

Except Thiru Sumanjit Chaudhry and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution.

(In respect of Item Nos. 4,5,6 & 7 relating to appointment of Directors, details as required under Secretarial Standard - 2 are provided hereunder in a separate Statement pursuant to Clause 49 (VIII) (E) of the Listing Agreement and in the Report on Corporate Governance).

ITEM No. 8

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on 21st May, 2015, appointed Thiru P.R.Tantri as Cost Auditor at a remuneration of Rs.1,00,000/- (Rupees one lakh only) to conduct the audit of the cost accounts and records of the Fertilizers Division of the Company for the financial year ending 31st March, 2016. In accordance with the provisions of Section 148 of the Act and Rules made thereunder read with the provisions of Companies (Audit and Auditors) Rules 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors shall be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2016.

Memorandum of Interest:

None of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution.

ITEM No. 9

The Companies Act, 2013 and the Listing Agreement aim to ensure transparency in the transactions and dealings with the Related Parties ("RP") of the Company. Effective 1st October 2014, the Listing Agreement brought about changes governing the transactions with RP and in particular material related party transactions. As per Section 188 of the Companies Act 2013, approval of the Members is not required for transactions with a RP, if it is in the ordinary course of business and at arm's length basis.

The following transactions are material in nature as per Listing Agreement and require the approval of Members of the Company by a Special Resolution and the details of the transactions are given hereunder:

Name of the Related Party	Nature of Transactions	Amount (Rs. in lacs)	Material Terms
Greenstar Fertilizers Limited	Sale / Purchase of goods and availing / rendering of services.	15829.12	Prevailing market price
Greenstar Fertilizers Limited	Availing of loan	14394.41	Term - 1 year Rate of Interest - 11.50% p.a.
Wilson International Trading Pte. Ltd Singapore	Purchase of raw- materials	64836.70	Prevailing market price



The above contracts / arrangements / transactions were approved by the Audit Committee / Board of Directors as required under the Company's Policy on Related Party Transactions and are in ordinary course of business and at arm's length basis.

The transactions are mainly for purchase of raw materials, sale of goods, etc., and availing of loan on terms favourable to the Company. The short term loans availed carry an interest rate of 11.50% per annum and are unsecured. This is beneficial to the Company as generally any financial assistance towards working capital from commercial banks is secured by hypothecation of movables and second charge on immovable properties, carrying an interest rate of atleast 13% to 15% per annum. Considering the delays in receipt of subsidy and need to pay our suppliers to keep the plant operating continuously, the said transactions were immensely beneficial and facilitated to carry on the business effectively during 2014-15.

As per Clause 49(VII)(E) of the Listing Agreement and the Act, all Related Parties shall abstain from voting on resolution(s) seeking approval of Members for material Related Party Transactions. Wilson

International Trading Pte Limited, Singapore and Greenstar Fertilizers Limited do not hold any shares in the Company.

The Board recommends the Special Resolution seeking consent of the Members as set out at Item No. 9 of the Notice for approving the transactions entered into by the Company with RP during the financial year 2014-15.

Memorandum of Interest

Except Thiru Ashwin C Muthiah and his relatives, None of the Directors, Key Managerial Personnel of the Company and their relatives of the Company is interested in this Resolution.

(By Order of the Board)
For SOUTHERN PETROCHEMICAL
INDUSTRIES CORPORATION LTD.

Place: Chennai
Date : 4 Aug 2015

M B GANESH
Secretary

Details of the Directors seeking re-election/appointment at the 44th Annual General Meeting

[Pursuant to Clause 49(VIII) (E) of the Listing Agreement

Thiru S R Ramakrishnan aged around 66 years, is B.Tech (Chem) from IIT Madras. He joined SPIC in 1972; worked in various departments including operation, process engineering, Technical services, R&D, Corporate Planning, etc., left SPIC in August 1999 as Executive Director (Corporate Planning) to join PSA SICAL Terminals Limited as MD; to manage a container terminal in Tuticorin Port Trust on BOT basis; ran the business till August 2007 as CEO (Ports) and for some time as CEO (Ports & Logistics); left SICAL to join Bharath Coal Chemicals Ltd (belonging to Shriram Group) as its Managing Director; worked till July 2014 and during that period was involved in developing a coal based Ammonia - Urea project in Paradip. Has an overall 42 years of experience in technical management & business management with the last fifteen years in Board position. He does not hold any shares in the Company.

Tmt G Latha I A S. aged around 45 years is a Deputy Secretary, Industries Department, Govt. of Tamilnadu. She is one of the nominee directors of the Company representing TIDCO. She also holds directorship in the following companies viz., Southern Structurals Limited, TIDEL Park Coimbatore Ltd, TICEL Bio Park Limited, TIDEL Park limited, Tamilnadu Telecommunication Limited, Tamilnadu Forest Plantation Corporation Limited, Tamilnadu Polymer Industries Park Limited, TIDCO. She does not hold any shares in the Company.

Brig. (Retd) Harish Chandra Chawla aged around 70 years holds Master's degree in Science and is an M.Tech from IIT, Delhi, a Fellow of the Institute of Electronic and Telecom Engineers and a Member of Computer society of India. He has done Finance course in IIM, Bangalore and Executive Management Course in ISB, Hyderabad. He served Indian Army in various capacities for 36 years and retired as a Brigadier. During his tenure with the Army, he has handled managerial, administrative and technical functions. Post retirement, Thiru Chawla has 11 years of experience in various capacities as Managing Director / Director. He was the Chairman of Modern Protection and Investigation, Mumbai, a security services company and Managing Director of ISS SDB Services Pvt Ltd., and Director of Innovative Salary Services and Payroll Advisor Pvt. Ltd.

At present he is a Director of Sciencetec Pharmaceuticals Pvt Ltd. Sicagen India Limited, Fun Robic Entertainment Pvt. Ltd, Manali Petrochemicals Limited and Rayce Electronics Intelligence India Private Limited. He is also Chairman of the Nomination & Remuneration Committee and Member of the Audit Committee of Sicagen India Limited. He does not hold any shares in the Company.

Tmt Sashikala Srikanth, aged around 59 years, is a Chartered Accountant. At present she is providing consultancy services to various corporates including in the area of CSR. Prior to this, she was Senior General Manager – Resources of IAL Group and Group Financial Controller of Shattaff Group, in Dubai from 2003 to 2005 and held various Senior Management level positions in leading Companies from 1996 to 2003. She was associated with A F Ferguson and Co., Chartered Accountants, Chennai from 1987 to 1995 where she had also done her articles during 1984-87. Tmt. Sashikala Srikanth is a Director in EDAC Engineering Ltd., Greenstar Fertilizers Ltd., Manali Petrochemicals Limited, Mercantile Ventures Ltd., Sicagen India Limited, Tamilnadu Petroproducts Ltd. She is also the Chairman of Audit Committee and Member of Nomination & Remuneration Committee in Greesntar Fertilizers Limited and Member of Audit Committee and Nomination and Remuneration Committee in Sicagen India Limited. She does not hold any shares in the Company.

Thiru Sumanjit Chaudhry aged around 68 years, is a Chemical Engineer from Cambridge University U K. He has wide experience in general management & entrepreneurial skills. He has wide experience of domestic and international marketing. At present he is a Consultant in K12 School Education and Vocational Education. Before he worked as Head Special Projects, Global Indian International Schools (GIIS), Delhi, Chief Sales, Fortis Healthcare Limited, Delhi, Chief Executive Officer, Fortis Healthstaff Limited, Delhi, Chief Executive Officer, Bharti Telenet Ltd, Gurgaon, Chief Executive Officer, Delta Services, New Delhi. Indian Public Schools Society. He does not hold any shares in the Company.

There is no relationships between the Directors inter-se.

**SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED**

"SPIC House" No 88, Mount Road, Guindy, Chennai 600 032.

CIN: L11101TN1969PLC005778

PROXY FORM

Name of the Member (s)	
Registered Address	
E-mail Id	
Folio No / DP ID- Client ID	

I/We, being the Member(s) holding shares of the above named company, hereby appoint

1. Name : Address :
E-mail Id : Signature :, or failing him
2. Name : Address :
E-mail Id : Signature :, or failing him
3. Name : Address :
E-mail Id : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of the company, to be held on the 21st day of September 2015 at 4.00 p.m. at Rajah Annamalai Mandram, Chennai and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No	Resolution	For	Against
1	To consider and adopt a. The audited financial statement of the Company for the financial year ended 31st March 2015 and the Reports of the Board of Directors and Auditors thereon.. b) The audited consolidated financial statement of the Company for the financial year ended 31st March 2015 and the Report of the Auditors thereon.		
2	Re-appointment of Thiru S R Ramakrishnan as Director of the Company.		
3	Appointment of M/s Deloitte Haskins & Sells (DHS), Chennai (Firm Registration No. 008072S), as Statutory Auditors of the Company.		
4	Appointment of Tmt G Latha, I.A.S., (DIN No: 02860567) as Nominee Director representing TIDCO.		
5	Appointment of Thiru Harish Chandra Chawla (DIN No: 00085415) as Independent Director of the Company.		
6	Appointment of Tmt Sashikala Srikanth (DIN No: 01678374) as Independent Director of the Company.		
7	Appointment of Thiru Sumanjit Chaudhry (DIN No: 06752672) as Independent Director of the Company.		
8	Ratification of appointment of Thiru T R Tantri pursuant to Section 148 of the Companies Act, 2013 as Cost Auditor of the Company on a remuneration of Rs 1,00,000/-		
9	To approve the transactions entered into by the Company with the related parties during the year 2014-15 considered material as per Clause 49 (vii) of the Listing Agreement.		

Signed this day of..... 2015

Signature of the shareholder

Signature of the Proxy holder(s)

Affix Re 1/- Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED

“SPIC House” No 88, Mount Road, Guindy, Chennai 600 032.

CIN: L11101TN1969PLC005778

ATTENDANCE SLIP

Please bring this attendance slip (duly filled in) and hand it over at the entrance of “RAJAH ANNAMALAI MANDRAM” No. 5, Esplanade Road, Chennai 600 108.

Name and Address of the Shareholder:

Folio No:

DP. ID *

Client ID *

*Applicable to investors holding shares in electronic form

I hereby record my presence at the 44th Annual General Meeting of the Company at “RAJAH ANNAMALAI MANDRAM” Chennai- 600 108 on Monday, the 21st September 2015 at 4.00 p.m.

Signature of the Member or Proxy

Shares held
