



**Southern Petrochemical Industries Corporation Limited**

Registered Office : SPIC House, 88 Mount Road, Guindy, Chennai - 600 032.  
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CIN : L11101TN1969PLC005778

**RESULTS OF POLL & E-VOTING OF THE 43<sup>rd</sup> ANNUAL GENERAL MEETING**

9 September 2014

The 43<sup>rd</sup> Annual General Meeting of the Company was held on 8<sup>th</sup> September 2014 at Raja Annamalai Mandram, Esplanade Road, Chennai - 600 108 at 10.00 A.M.

Pursuant to the provisions of Companies Act, 2013 and Clause 35B of the Listing Agreement, the Company provided e-voting facility to its Members through CDSL platform for voting on the resolutions proposed in the AGM Notice dated 30<sup>th</sup> July 2014. E-voting commenced on 31<sup>st</sup> August 2014 at 9.00 A.M. and ended on 2<sup>nd</sup> September 2014 at 6.00 P.M.

In order to provide an opportunity to the shareholders who could not exercise their votes through e-voting, the Chairman ordered to conduct the voting at the AGM by Poll.

The voting by the Members through E-voting and by Poll at the AGM have been consolidated by Mrs. B Chandra, Scrutinizer appointed by the Company. A copy of the Report dated 8<sup>th</sup> September 2014 submitted by Mrs. B Chandra and counter-signed by the Chairman is enclosed.

As per the Report, all the resolutions proposed in the Notice convening the AGM have been duly passed with requisite majority.

By order of the Board  
For Southern Petrochemical  
Industries Corporation Ltd

M B Ganesh  
Company Secretary



 **B. CHANDRA**  
Practising Company Secretary

A2, Happy Home Apts,  
#9, United India Colony,  
4th Main Road, Kodambakkam,  
Chennai - 600 024.

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FORM NO. MGT - 13

Report of the Scrutinizer(s)

*[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2)  
of the Companies (Management and Administration) Rules, 2014]*

8<sup>th</sup> September, 2014

To

*The Chairman,  
of the Annual General Meeting of the Equity Shareholders of SOUTHERN  
PETROCHEMICAL INDUSTRIES CORPORATION LIMITED, held on Monday, the  
8 September, 2014 at 10.00 A.M. at Rajah Annamalai Hall, Chennai - 600 108 .*

**Subject: Ordinary & Special Resolution(s) under various provisions of the  
Companies Act, 2013 read with Rules made there under – Voting  
through electronic means in terms of Section 108 of the Companies Act,  
2013 read with Rule 20 of the Companies (Management &  
Administration) Rules, 2014, framed there under.**

Dear Sir,

I, B Chandra, Practising Company Secretary, having my office at A2 Happy Home  
Apartments , New No.9, United India Colony, 4<sup>th</sup> Main Road, Kodambakkam,  
Chennai – 600 024 appointed as Scrutinizer as per the letter dated 30<sup>th</sup> July, 2014 for  
the purpose of voting by electronic means on the below mentioned resolutions, held  
at the Annual General Meeting of the equity shareholders of **SOUTHERN  
PETROCHEMICAL INDUSTRIES CORPORATION LIMITED** on 8<sup>th</sup> September,  
2014 at 10.00 A.M. at Rajah Annamalai Hall, Chennai - 600 108 , hereby submit my  
report as under:

a.	Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notices convening the meeting including Statement under Section 102 of the Act have been despatched to all the members of the company through electronic means (wherever email ids were available) and to the other share holders by registered post and through courier on 13 <sup>th</sup> August, 2014 and subsequently, the notice convening was also placed on the website of the company and that of the agency, i.e., Cameo Corporate Services Limited (Registrar and Share Transfer Agent). The members of the company were given an option to vote electronically on e-voting platform, provided by the Central Depository Services Limited (CDSL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published was published on the newspaper 'Business Standard' and 'Makkal Kural' on 21 <sup>st</sup> August, 2014.
c.	The e-voting period commenced on 31 <sup>st</sup> August 2014 (9.00 am) and ended on 2 <sup>nd</sup> September 2014 (6.00 pm). E-Voting system was made available to the shareholders during this period.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 2 <sup>nd</sup> September 2014 (6.00 pm), the CDSL portal was blocked for voting.
e.	The votes cast under e-voting were unblocked in the presence of two witnesses not in employment of the company on 2 <sup>nd</sup> September 2014.
f.	A register has been maintained electronically to record the assent and dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares, etc. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
g.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to attend the Annual General Meeting (AGM) and vote.

At the Annual General Meeting held at the scheduled date, time and venue, the Chairman announced a poll taking into account the provisions of Section 109 of the Companies Act, 2013 and the rules referred therein read with the General Circular No. 20/2014 issued by the Ministry of Corporate Affairs dated 17<sup>th</sup> June 2014.

The polling papers in Form MGT-12 as per the Companies (Management & Administration) Rules, 2014 were distributed to the shareholders who were present. The shareholders cast their votes in the three ballot boxes placed at convenient locations in the venue.

1. At the time fixed for closing of the poll by the Chairman, all the three ballot boxes kept for polling were locked in my presence with due identification marks placed by me/us.



2. The locked ballot boxes were subsequently opened in my presence and also in the presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.N O	RESOLUTION	RESOLUTION TYPE
		ORDINARY/SPECIAL
1	Consider and adopt the audited Balance Sheet of the company as at 31st March 2014 and Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Directors and Auditors thereon	Ordinary
2	Elect a Director in place of Thiru B Elangovan who retires by rotation and being eligible offers himself for reelection	Ordinary
3	Appointment of Messrs. Deloitte Haskins and Sells as Statutory Auditors	Ordinary
4	Appointment of Thiru S R Ramakrishnan as Director	Ordinary
5	Reappointment and payment of remuneration of Thiru K K Rajagopalan as Whole time Director	Special
6	Appointment and payment of remuneration of Thiru S R Ramakrishnan as Whole time Director	Special
7	Appointment of Thiru B Narendran as Independent Director	Ordinary
8	Appointment of Thiru S Shankar as Independent Director	Ordinary
9	Borrowing powers of Board of Directors under section 180(1)(c) of the Companies Act, 2013	Special
10	Creation of security on the immovable and movable properties of the Company under section 180(1)(a) of the companies Act, 2013	Special
11	Ratification of Remuneration to be paid to the Cost Auditor for the Financial Year 2014 to 2015	Ordinary
12	Amendment to Article 164 of the Articles of Association of the Company	Special

The details of the number of members present, voting in person or by proxy and through electronic means and the valid/invalid votes in respect of each of the resolutions is as below:

Resolution S.No	Number of members who have cast their votes either by e-voting / poll		Number of Members whose votes were considered valid	Number of Members whose votes were considered Invalid
	ASSENT	DISSENT		
1	34	2	36	1
2	33	3	36	1
3	34	2	36	1
4	34	2	36	1
5	34	2	36	1
6	34	2	36	1
7	34	2	36	1
8	34	2	36	1
9	35	1	36	1
10	35	1	36	1
11	35	1	36	1
12	33	3	36	1

The summary of the results in terms of the number of votes cast for and against out of the total valid votes is given below:

E VOTING & POLL						
Resolution S.No	Votes cast in Favour (In Nos.)	Votes cast Against (In Nos.)	Total - Valid Votes	Assent %	Dissent %	Passed /Not Passed
1	97561633	400	97562033	99.9996%	0.0004%	Passed as an Ordinary Resolution
2	97561133	900	97562033	99.9991%	0.0009%	Passed as an Ordinary Resolution
3	97561233	800	97562033	99.9992%	0.0008%	Passed as an Ordinary Resolution

4	97561233	800	97562033	99.9992%	0.0008%	Passed as an Ordinary Resolution
5	97561233	800	97562033	99.9992%	0.0008%	Passed as a Special Resolution
6	97561233	800	97562033	99.9992%	0.0008%	Passed as a Special Resolution
7	97561233	800	97562033	99.9992%	0.0008%	Passed as an Ordinary Resolution
8	97561233	800	97562033	99.9992%	0.0008%	Passed as an Ordinary Resolution
9	97561733	300	97562033	99.9997%	0.0003%	Passed as a Special Resolution
10	97561733	300	97562033	99.9997%	0.0003%	Passed as a Special Resolution
11	97561733	300	97562033	99.9997%	0.0003%	Passed as an Ordinary Resolution
12	97561133	900	97562033	99.9991%	0.0009%	Passed as a Special Resolution

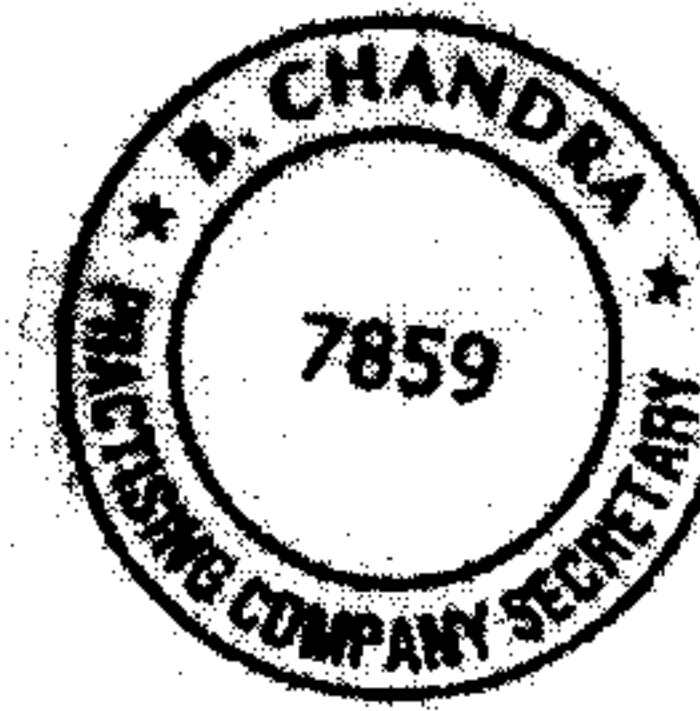
A total of 25 share holders have voted through electronic means and 12 share holders voted by means of a poll. Among them, the vote of one corporate investor (who voted through electronic means) holding 25,000 shares has been considered invalid since the corporate member has not filed/shared any resolutions authorizing a representative to vote. Therefore, the total number of members casted valid votes sum up to 36 nos.

Since the requisite no. of votes cast in **FAVOUR** exceeded the no. of votes cast **AGAINST** in respect of resolutions in S.No 1,2,3,4,7,8 & 11 and the no. of votes cast in favour were not less than three times the votes cast against in respect of resolutions in S.No 5,6,9,10 & 12, I hereby report that the above resolutions were passed with requisite majority.

4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/~~Director~~ authorized by the Board for safe keeping.
5. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the company, once the Minutes are approved and signed.

Thanking you,

Yours faithfully,



*B. Chandra dk*

B CHANDRA  
PRACTISING COMPANY SECRETARY  
C.P.NO: 7859

Encl: Poll papers: 12 in No.