



SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED

CIN : L11101TN1969PLC005778

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

Website: www.spic.in; Email: spiccorp@spic.co.in; Telephone: 044 - 22350245

NOTICE OF POSTAL BALLOT

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

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the Act), read with Section 13 and 15 of the Act for obtaining the consent of the Members, by way of special resolution, through postal ballot for Alteration in Objects Clause of the Memorandum of Association of the Company.

SPECIAL BUSINESS

TO APPROVE THE ALTERATION IN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY IN TERMS OF SECTION 13, 15 AND OTHER APPLICABLE PROVISIONS OF THE ACT

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

"RESOLVED THAT pursuant to the provisions of Section 13, 15, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), approval of the shareholders be and is hereby accorded for altering Clause III (A) (4) of the Main Objects Clause of the Memorandum of Association of the Company as given below:

Clause III (A) (4)

To buy, sell, import, export, treat in, trade and deal in any kind of chemicals, petrochemicals and plastics, minerals, alkalies, fertilizers or other things and any raw materials

required for the manufacturing of any chemicals or fertilizers or other things."

"RESOLVED FURTHER that the Board of Directors of the Company (Including any Committee thereof) be and is hereby authorised to do all such acts, deeds, and give such directions as may be deemed necessary or expedient to give effect to above resolution".

By order of the Board

For SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LTD,

Place : Chennai

Date : 26 May 2016

M B Ganesh
Secretary

The Resolutions to be passed for this purpose, together with the Explanatory Statement, pursuant to Section 102(1) of the Act setting out the material facts and reasons thereof, along with Postal Ballot Form are being sent to the Members, so as to enable the Members send their assent or dissent in writing or electronically by postal ballot means.

Enclosures:

- (1) Explanatory Statement in terms of Section 102 (1) of the Act.
- (2) Instructions to be followed by Members opting to participate in the voting
- (3) Postal ballot form & postage pre-paid envelope bearing the address of the Scrutinizer

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

The Company which manufactures Urea comes under the subsidy regime and the quantum of subsidy is dependent on cost of inputs used for the manufacture of Urea. In view of the steep fall in crude prices, the price of fuel oil and naphtha has fallen significantly resulting in reduction in both cost of production and subsidy. Consequently reduction in turnover would give a negative impression about the performance of the Company. In order to ensure that the turnover does not drop, the Company proposes to take up trading activity. It is initially proposed to take up trading in raw materials like Ammonia, Sulphur, Phosphoric Acid,

Rock Phosphate etc., used in the manufacture of fertilizers and the list is expected to include other items in future.

The present objects clause permits trading only in such raw materials which are used in the manufacture of fertilizers which the Company is authorized to manufacture. However, the raw materials proposed to be traded are used only in the manufacture of phosphatic fertilizers which SPIC is not engaged or authorized to manufacture. Hence, the objects clause requires alteration to permit trading in the such raw materials.

The proposed alteration to the Objects Clause is as given below:

EXISTING CLAUSE III (A) (4)	PROPOSED CLAUSE III (A) (4)
To buy, sell, import, export, treat in and deal in any kind of chemicals, petrochemicals and plastics, fertilizers or other things, which the Company is authorized to manufacture and any raw materials required for the manufacturing of any chemicals or fertilizers or other things which this Company is authorized to manufacture.	To buy, sell, import, export, treat in, trade and deal in any kind of chemicals, petrochemicals and plastics, minerals, alkalies, fertilizers or other things and any raw materials required for the manufacturing of any chemicals or fertilizers or other things.

As per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the National Stock Exchange where the shares of the Company are listed has been informed of the proposal of altering the objects clause of the Memorandum of Association to permit entering into trading activity.

Memorandum of Interest:

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the above resolution.

By order of the Board

For SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LTD.

Place : Chennai
Date : 26 May 2016

M B Ganesh
Secretary

NOTES:

- (1) Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to Members to exercise their votes through electronic means and has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
- (2) Mrs. B Chandra, Practising Company Secretary, Chennai, has been appointed as the Scrutinizer, in terms of the resolution passed by the Board at its meeting held on 26th May 2016 for conducting the voting by post and through electronic means in a fair and transparent manner.
- (3) Notice along with the Postal Ballot Form is being sent to the Members whose names appear on the register of Members / list of beneficial owners as received from CDSL / NSDL as on 10th June 2016 (the Cut Off Date) by
 - (a) Electronic form to the e-mail addresses registered with their Depository Participants or the Company's Share Transfer Agents as the case may be.
 - (b) physical copy of the Notice is being sent by permitted mode (Registered Post / Speed Post / Courier) along with the Postal Ballot Form and a postage pre-paid envelope bearing the address of the Scrutinizer, to those Members whose e-mail addresses are not registered.
- (4) The Notice of Postal Ballot, and Ballot Form have also been placed on the Company's website viz., www.spic.in for use by the Members.
- (5) Members, who have received the Notice by e-mail and who wish to vote through physical form may download the Postal Ballot Form attached to the e-mail or from the Company's website, where the Postal Ballot Notice and the Postal Ballot Form is displayed.
- (6) Members may participate in the voting on the said resolution either by
 - I. Returning the postal ballot form duly completed in all respects and send it in the attached self-addressed envelope bearing the address of the Scrutinizer, so as to reach not later than 5.00 p.m. on Monday, 18th July 2016 or
 - II. Casting their votes electronically from Sunday, 19th June 2016 (9.00 a.m) to Monday, 18th July 2016 (5.00 p.m) by following the procedures as explained in the instructions for process to be followed by Members opting to participate in the voting.
- (7) The date on which the results are declared will be deemed to be the date on which the resolution is deemed to be passed. i.e., Wednesday 20th July 2016 will be taken to be the date of passing of the said special resolution by the Members of the Company.
- (8) Resolution passed by the Members through postal ballot, including voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the Members convened in that behalf.

- (9) The Members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case Members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- (10) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e on Friday, 10th June 2016 being the date fixed for determining the voting rights of Members entitled to participate in the Voting process through physical/electronic Voting [platform provided by CDSL by typing the URL: www.evotingindia.com].
- (11) A Member cannot exercise his vote by proxy on postal ballot or e-voting
- (12) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
- (13) The resolution, if approved with the requisite majority shall be deemed to have been passed.
- (14) The Scrutinizer will submit her Report on the results of voting by means of "post" and through "electronic means" to the Chairman or any other Director authorised by the Board to receive such Report after the completion of scrutiny.
- (15) The results will be announced by the Chairman and in his absence, the Whole-time Director who has been authorized by the Chairman of the Company, at the registered office of the Company at SPIC House, 88, Mount Road, Guindy, Chennai 600 032 on Wednesday, 20th July 2016 at 4:00 P.M.
- (16) The results will be placed along with the Scrutinizer's report on the Company's website (www.spic.in) under Section 'Investors' and will be forwarded to the National Stock Exchange where the Company's shares are listed and to CDSL who has been engaged by the Company to facilitate e-voting.
- (17) Members requiring any clarification may contact Mr M B Ganesh, Secretary and Compliance Officer at the registered office of the Company or through e-mail viz., mbg@spic.co.in
- (18) All documents including the draft altered Memorandum of Association referred to in the Notice, and in the Explanatory Statement referred to under Section

102(1) of the Act, are open for inspection at the Registered Office of the Company during office hours on all working days between 09.00 AM and 05.00 PM upto and including the date of close of Postal Ballot i.e., 18th July 2016.

Instructions for process to be followed by Members opting to participate in the voting

a. For Voting through Postal Ballot Form

Members who wish to vote through Physical Postal Ballot are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the same duly completed in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 18th July 2016, 5.00 p.m. Postage will be borne and paid by the Company.

b. For voting through Electronic Mode

- (i) The voting period begins 19th June 2016 at 9.00AM and ends on 18th July 2016 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 10th June 2016 may cast their vote electronically. Thereafter voting shall not be allowed and the e-voting module shall be disabled by CDSL.
- (ii) Shareholders who have voted electronically would not be entitled to vote through Postal Ballot Form.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab
- (v) 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 their Folio Number allotted by the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</p> <p>Eg. If your name is Ramesh Kumar with Sequence Number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the Depository Participant or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction(v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for M/s. Southern Petrochemical Industries Corporation Limited and you will be directed to the E-Voting Screen.

- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log onto www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



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POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Name & Registered Address of the Sole/First named Member/ Beneficial Owner	
Name(s) of Joint Holders, if any	
Folio No. / DP ID-Client ID (for shares held in demat form)	
No. of shares held as on 10th June 2016 (Cut-off Date)	

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the Special Business stated in the Notice of Postal Ballot dated 26th May 2016 issued by the Company by conveying my / our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Description	No. of Shares held for which votes cast	I/we assent to the Resolution (For) Please tick	I/we dissent to the Resolution (Against) Please tick
Special Resolution : "RESOLVED THAT pursuant to the provisions of Section 13, 15, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), approval of the shareholders be and is hereby accorded for altering Clause III (A) (4) of the Main Objects Clause of the Memorandum of Association of the Company as given below: Clause III (A) (4) To buy, sell, import, export, treat in, trade and deal in any kind of chemicals, petrochemicals and plastics, minerals, alkalies, fertilizers or other things and any raw materials required for the manufacturing of any chemicals or fertilizers or other things." "RESOLVED FURTHER that the Board of Directors of the Company (Including any Committee thereof) be and is hereby authorised to do all such acts, deeds, and give such directions as may be deemed necessary or expedient to give effect to above resolution".			
Place :			
Date :			Signature of the Member

Instructions

Please read the instructions given hereunder carefully before filling this Form. For e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice. Please use only indelible ink and not any erasable writing mode for filling up the form, which could render the Ballot Form invalid.

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person with the Scrutinizer or sent by courier / speed post at the expense of the Member will also be accepted.
 2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice.
 3. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
 4. There will be only one Postal Ballot Form for each of the Folio/Client ID irrespective of the number of shares or joint holders. This form should be completed and signed by the Shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first-named Member and in his / her absence, by the next named Member.
 5. Consent must be accorded by placing a tick mark [in the column 'I assent to the Resolution'] or dissent must be accorded by placing a tick mark [in the column 'I dissent to the Resolution'].
 6. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way. In other words a Member may exercise any part of the votes in any way he/she wants (For or Against or Not Vote at all) subject however to the condition that the aggregate of votes used shall not be more than his/her total voting rights under the respective folio/demat account as on the cut-off date.
 7. The votes of a Member will be considered invalid on any of the following grounds:
 - a. Postal Ballot Forms without the signature of the shareholder as per (4) above;
 - b. If the Member's signature does not tally with the specimen recorded with the Company;
 - c. If the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the Resolution in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds the total number of Shares held as on the cut-off date;
 - d. If the Postal Ballot Form is incomplete or incorrectly filled
 - e. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above;
 - f. If the Member has also exercised his vote through electronic means.
 8. Duly completed Postal Ballot Forms should reach the Scrutinizer by 5.00 p.m. on or before 18th July 2016. If any Postal Ballot Form is received after this date and time, it will be considered that no reply from such Member has been received.
 9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in Item (8) above.
 10. In case of shares held by Companies, Trusts, Societies, other Bodies Corporate, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney / such other similar document. Else the vote will be liable to be rejected.
 11. Members are requested NOT to write anything on the Postal Ballot Form except giving the information specified therein and also NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope in as much as all such envelopes will be sent to the Scrutinizer. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
 12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the Cut-off Date viz., 10th June 2016.
 13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
 14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
 15. There is no provision for voting on the postal ballot through proxy and only the shareholder concerned or any person duly authorized by him/her are entitled to vote;
-