

RESULTS OF VOTING AT THE GENERAL MEETING

The 29th Annual General Meeting of the Company was held at 10.30 a.m on 23rd September 2015 at Rajah Annamalai Mandram, No.5, Esplanade Road (Near High Court), Chennai – 600 108.

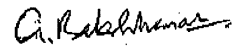
Pursuant to the provisions of Companies Act, 2013 and revised Clause 35B of the Listing Agreement, the Company had provided e-voting facility through CDSL platform to its members for voting on resolutions proposed in the AGM Notice. E-voting commenced on 19th September 2015 at 9.00 a.m and ended on 22nd September 2015 at 5.00 p.m.

As per the requirements of Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, Members who had not availed the e-voting facility, were provided an opportunity to cast their vote at the venue by Poll.

Mrs. B.Chandra was appointed as the Scrutiniser for both e-voting and polling at the venue. The voting by the members through e-voting and by poll at the venue of AGM have been consolidated and the Scrutiniser has submitted her report vide copy enclosed.

As per the Report of the Scrutiniser, all the resolutions proposed in the notice of the AGM have been duly passed, details of which are available in the report.

For Manali Petrochemicals Limited



G. Balasubramanian

Whole-time Director (Works)

Place: Chennai

Date: 24-09-2015



REGD. OFFICE : "SPIC House" 88, Mount Road, Guindy, Chennai - 600 032.

AN ISO 9001 & 14001 CERTIFIED COMPANY

CIN : L24294TN1986PLC013087 - visit us at : www.manalipetro.com

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B.CHANDRA

PRACTISING COMPANY SECRETARY

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FORM NO. MGT - 13

Report of the Scrutinizer(s)

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

To

*The Chairman,
of the Annual General Meeting of the Equity Shareholders of Manali
Petrochemicals Limited, held on 23rd September, 2015 at Rajah Annamalai Mandram, No.
5, Esplanade Road, Chennai - 600 108 at 10.30 A.M..*

**Subject: Ordinary and Special Resolution(s) under different 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 & Voting by Poll
under Section 109 of the Companies Act read with Rule 21 of the
Companies (Management & Administration) Rules, 2014, framed there
under**

Dear Sir,

I, B Chandra, Practising Company Secretary, having my office at AG3, Ragamalika
No 26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as
Scrutinizer as per the letter dated 28.08.2015 for the purpose of voting by electronic
means and by polling paper at the Annual General Meeting of the Equity
Shareholders of Manali Petrochemicals Limited held on **23rd September 2015**, at Rajah
Annamalai Mandram, No. 5, Esplanade Road, Chennai - 600 108 at 10.30 a.m. on the
below mentioned resolutions, 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 dispatch of notice convening the meeting together with the Statement under Section 102 of the Act to all the members of the Company through electronic means (wherever email ids were available) and to the other shareholders by registered post was completed on 26.08.2015. The members of the Company were given an option to vote electronically on e-voting platform, provided by the CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL) and also by polling paper at the venue of the AGM. The Notice convening the meeting was also placed on the website of the Company and that of the Agency, i.e., CDSL.
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in Tamil newspaper MakkalKural on the 27.08.2015 and English newspaper Financial Express on 28.08.2015.
c.	The e-voting period commenced on September 19, 2015 at 09:00 A.M. and ended on the close of September 22, 2015 at 05.00 P.M.
d.	At the end of this voting period, on September 22, 2015 at 05:00 P.M. the CDSL portal was blocked for voting and the electronic votes cast till then were taken into account.
e.	The votes cast were unblocked in the presence of two witnesses CS. C Anuradha and Ms. S Rohini Priyadarshini having their offices at AG 3 Ragamalika, 26, Kumaran Colony, Vadapalani Chennai 600026, on September 23, 2015.
f.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolutions passed at the Board of Directors for authorization to exercise their votes through E-Voting.

At the Annual general meeting held at the scheduled time, date and venue, the Chairman announced a poll taking into account the provisions of law.

Two empty polling boxes were locked and sealed in the presence of the members and the proxies and kept at convenient locations in the Venue. The polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders and proxies present and they cast their votes in the ballot box.

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

2. The locked ballot boxes were subsequently opened in my presence 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.No	Resolutions	Nature of Resolution
1	To consider and adopt the Financial Statements of the company and other reports for the year ended 31 st March, 2015.	Ordinary
2	To declare a dividend.	Ordinary
3	To appoint a director in the place of Mr. Ashwin C Muthiah (DIN00255679), who retires by rotation and being eligible offers himself for re-appointment	Ordinary
4	To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S) as the auditors of the company and fix their remuneration.	Ordinary
5	To appoint Mr. G. Chellakrishna (DIN01036398) as a Director and approve his appointment as an independent director of the company for a period of five years commencing from 13 th August 2014	Ordinary
6	To appoint Ms. Ms. Sashikala Srikanth (DIN: 01678374) and approve her appointment as an independent director of the company for a period of five years commencing from 13 th August 2014	Ordinary
7	To ratify the remuneration to the Cost Auditor for the year 2014-15.	Ordinary
8	To ratify the remuneration to the Cost Auditor for the year 2015-16.	Ordinary
9	To approve the increase in remuneration to Mr. Muthukrishnan Ravi, (DIN: 03605222), Managing Director with effect from 1 st April 2014	Special

S.No	Resolutions	Nature of Resolution
10	To approve the increase in remuneration to Mr. G Balasubramanian, (DIN:06874838), Wholetime Director (Works) with effect from 1 st April 2015.	Special

The details of the total number of members voting by e-voting or at the venue (in person or by proxy) and the valid / invalid votes in respect of each of the resolutions are given below.

Resolution S.No	Number of members who cast their votes either by e-voting/ poll in the AGM	Number of members whose votes were considered valid	Number of members whose votes were considered invalid	Voting Details	
				ASSENT	DISSENT
1	64	62	2	58	4
2	64	62	2	55	7
3	64	62	2	56	6
4	64	62	2	53	9
5	63	61	2	55	6
6	63	61	2	55	6
7	64	62	2	54	8
8	64	62	2	54	8
9	64	62	2	45	17
10	64	62	2	46	16

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	No of VOTES CAST IN FAVOUR	No of VOTES CAST AGAINST	Total - Valid Votes	Assent %	Dissent %	Passed/ Not Passed
1	77,252,673	750	77,253,423	99.9990%	0.0010%	Passed as ordinary resolution
2	77,252,223	1,200	77,253,423	99.9984%	0.0016%	Passed as ordinary resolution
3	77,251,873	1,550	77,253,423	99.9980%	0.0020%	Passed as ordinary resolution
4	77,250,067	3,356	77,253,423	99.9957%	0.0043%	Passed as ordinary resolution
5	77,251,623	1,350	77,252,973	99.9983%	0.0017%	Passed as ordinary resolution
6	77,251,623	1,350	77,252,973	99.9983%	0.0017%	Passed as ordinary resolution
7	77,251,963	1,460	77,253,423	99.9981%	0.0019%	Passed as ordinary resolution
8	77,251,963	1,460	77,253,423	99.9981%	0.0019%	Passed as ordinary resolution
9	77,249,314	4,109	77,253,423	99.9947%	0.0053%	Passed as special resolution
10	77,252,673	750	77,253,423	99.9990%	0.0016%	Passed as special resolution

Since therequisite no. of votes cast in favour exceeded the No. of votes cast against in respect of resolutions in S No. 1 to 8 and the No of votes cast in favour were more than three times the votes cast against in respect of resolutions in S No. 9 and 10, 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 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,

ON BEHALF OF THE CHAIRMAN

For MANALI PETROCHEMICALS LIMITED

G. Balasubramanian

G. BALASUBRAMANIAN
WHOLE TIME DIRECTOR (WORKS)

Place Chennai

Date: 24th September 2015

Yours faithfully,



B Chandra

Company Secretary in Practice

CP No 7859