SPIC

Ref:Secy/AGM44

23rd September 2015

The Manager
Listing Department
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra East
Mumbai 400 051.

Dear Sir / Madam,

Sub: Results of E-voting & Poll at the 44th AGM of the Company.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and the Listing Agreement, we send herewith the Report dated 23rd September 2015 of Mrs. B Chandra, Scrutinizer appointed by the Company on the result of the E-voting and Poll at the 44th Annual General Meeting of the Company held on 21st September 2015.

We request you kindly to take on record the results.

Thanking You,

Yours faithfully,
For Southern Petrochemical
Industries Corporation Ltd

M B Ganesh
Secretary

Encl: as above

SPIC

RESULTS OF POLL & E-VOTING OF THE 44th ANNUAL GENERAL MEETING

23rd September 2015

The 44th Annual General Meeting of the Company was held at 4.00 P.M. on Monday the 21st September 2015 at Raja Annamalai Mandram, Esplanade Road, Chennai-600 108.

Pursuant to the provisions of the 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 4th August 2015. E-voting commenced on 18th September 2015 at 9.00 A.M. and ended on 20th September 2015 at 5.00 P.M.

In order to provide an opportunity to the shareholders who could not exercise their votes through e-voting, poll was conducted at the AGM.

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 23rd September 2015 submitted by Mrs. B Chandra and counter-signed by the Whole-time Director duly authorised by the Board in this regard, 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

S R Ramakrishnan
Whole-time Director

Encl : As above

B. CHANDRA
Practising Company Secretary

A2, Happy Home Apts,
49, United India Colony,
4th Main Road, Kodambakkam,
Chennai - 24.

E-mail : bchandracs@gmail.com
H/P : 9840276313, 9840375053
Ph : 044 - 43587356

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]

Dated 23rd September 2015

To

The Chairman,
of the Annual General Meeting of the Equity Shareholders of ***SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED****, held on 21ST September, 2015 at Rajah Annamalai Mandram, No. 5, Esplanade Road, Chennai - 600 108 at 4.00 p.m.*

Subject: **Ordinary & Special Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under and Listing Agreement–** ***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, Kamalika No 26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026,

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

appointed as Scrutinizer as per the letter dated 04.08.2015 for the purpose of voting by electronic means on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of M/s **SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED** held on **21St September 2015**, at Rajah Annamalai Mandram, No. 5, Esplanade Road, Chennai - 600 108 at 4.00 p.m. 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 dispatched to all the Members of the Company through electronic means (wherever email ids were available) and to the other shareholders by registered post on the 26.08.2015 and subsequently, the Notice convening was also placed on the website of the Company and that of the Agency, i.e., M/s Central Depository Services (India) Limited. 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).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper of Business Standard on 29.08.2015 and Makkal Kural newspaper on the 29.08.2015
c.	The e-voting period commenced on September 18, 2015 at 09:00 A.M. and ended on the close of September 20, 2015 at 05.00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on September 20, 2015 at 05:00 P.M, the CDSL portal was blocked for voting.
e.	The votes cast were unblocked in the presence of two witnesses i.e CS Ms Anuradha and Ms Sarmistha both having their offices at AG3 Ragamailaka, 26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026 on the September 21, 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 as well as the Notification issued by the Ministry of Corporate Affairs dated 19-03-2015 – Companies (Management and Administration) Amendment Rules, 2015

The polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The

B. CHANDRA 7859 PRACTISING SECRETARY

shareholders cast their votes in the ballot box kept at convenient locations in the Venue.

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 receive, consider and adopt the Audited Financial Statements as at 31st March, 2015, together with the Director's Report and Auditor's Report thereon.	Ordinary
2	To appoint a Director in place of Thiru S R Ramakrishnan, who retires by rotation and being eligible, offers himself for reappointment.	Ordinary
3	To ratify the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants 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.	Ordinary
4	Appointment of Tmt G Latha as Director of the Company liable to retire by rotation.	Ordinary
5	Appointment of Thiru. Harish Chandra Chawla as an Independent Director of the Company to hold office for a period of five years from 8th September 2014.	Ordinary
6	Appointment of Tmt. Sashikala Srikanth as an Independent Director of the Company to hold office for a period of five years from 8th September 2014.	Ordinary

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7	Appointment of Thiru Sumanjit Chaudhry as an Independent Director of the Company to hold office for a period of five years from 10th February 2015.	Ordinary
8	Ratification of the appointment of Thiru P.R.Tantri as Cost Auditor of the Company and payment of remuneration of Rs. 1,00,000/-.	Ordinary
9.	Approval of related party transactions entered into by the Company during the year 2014-15 which are in the ordinary course of business and at arm's length basis but considered material as per Clause 49 of the Listing Agreement.	Special

The results of the poll & voting by electronic means are as follows:

The details of the number of members present and voting 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
	ASSENT	DISSENT		
1	55	6	61	0
2	54	6	60	0
3	55	6	61	0
4	54	6	60	0
5	54	6	60	0
6	54	6	60	0
7	54	6	60	0
8	54	6	60	0
9	38	6	44	0

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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	9,83,85,047	29,01,450	10,12,86,497	97.13	2.87	Passed as ordinary resolution
2	9,83,84,972	29,01,450	10,12,86,422	97.13	2.87	Passed as ordinary resolution
3	9,83,85,047	29,01,450	10,12,86,497	97.13	2.87	Passed as ordinary resolution
4	9,83,84,972	29,01,450	10,12,86,422	97.13	2.87	Passed as ordinary resolution
5	9,83,84,972	29,01,450	10,12,86,422	97.13	2.87	Passed as ordinary resolution
6	9,83,84,972	29,01,450	10,12,86,422	97.13	2.87	Passed as ordinary resolution
7	9,83,84,972	29,01,450	10,12,86,422	97.13	2.87	Passed as ordinary resolution
8	9,83,84,972	29,01,450	10,12,86,422	97.13	2.87	Passed as ordinary resolution
9	91,36,253	29,01,450	1,20,37,703	75.9	24.10	Passed as special resolution

Since the requisite no. of votes cast in favour exceeded the No. of votes cast against in respect of resolutions in S No. 1 to 8 resolutions were passed with requisite majority. In respect of resolution No 9, since the No of votes cast in favour were more than three times the votes cast against after ignoring the votes cast, if any, by all the related parties as per the Listing Agreement the resolution no 9 is passed with requisite majority. In view of the above, I hereby report that the resolutions 1 to 9 were passed with requisite majority.



4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary 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 ★ 7859 ★ PRACTISING COMPANY SECRETARY

B Chandra
Company Secretary in Practice
CP No 7859

Encl: Polling Papers 38 in number.

For SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LTD.

S.R. RAMAKRISHNAN
WHOLE TIME DIRECTOR