



SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED

Registered Office: "SPIC House", No. 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 **FIFTY FOURTH ANNUAL GENERAL MEETING** of the Members of Southern Petrochemical Industries Corporation Limited will be held at 2.00 P.M. (IST) on Tuesday, 23rd September 2025 through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

To consider and if thought fit, to pass the following items of business, as Ordinary Resolutions:

1. To adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2025 along with the Report of the Board of Directors and Auditor's thereon.

"RESOLVED THAT the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2025 together with the Auditor's Report thereon and the Report of the Board of Directors for the financial year ended on that date be and are hereby received and adopted."

2. To declare dividend on equity shares for the financial year ended 31st March, 2025.

"RESOLVED THAT as recommended by the Board of Directors, a dividend of Rs. 2.00 per equity share on 20,36,40,336 equity share of Rs. 10/- each, fully paid-up (subject to rounding off and withholding tax) be and is hereby declared out of the profits for the financial year ended 31st March 2025 and the same be paid:

- i. In respect of shares held in physical form, to those Members whose names appear in the Register of Members on Tuesday, the 23rd September 2025 and;
- ii. In respect of shares held in electronic form, to those Members whose names appear in the list of Beneficial Owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Depositories, as at the end of business hours on Tuesday, the 16th September 2025."

3. To appoint Mr. E Balu (DIN: 08773795), who retires by rotation, as a Director of the Company and being eligible offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act'), Mr. E Balu, (DIN: 08773795), Director of the Company, retiring by rotation, eligible for re-appointment and having offered himself for re-appointment be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following items of business as Ordinary Resolutions:

4. To appoint Thiru. V Dakshinamoorthy, IAS (DIN: 09338233) as Nominee Director of the Company representing Tamilnadu Industrial Development Corporation Limited:

"RESOLVED THAT pursuant to Section 152(2),161 and other applicable provisions, if any, of the Companies Act, 2013, and the Articles of Association of the Company, Thiru. V Dakshinamoorthy, IAS, (DIN: 09338233), be and is hereby appointed as Nominee Director of the Company representing Tamilnadu Industrial Development Corporation Limited, (TIDCO) liable to retire by rotation."

5. To appoint M/s. B Chandra & Associates, Practicing Company Secretaries, as Secretarial Auditors for a term of Five (5) consecutive financial years from Financial Year 2025-26.

"RESOLVED THAT pursuant to the Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for the appointment of M/s. B Chandra & Associates, Practicing Company Secretaries, Chennai (Firm registration number: P2017TN065700) (Peer Review Certificate No.: 1711/2022) as Secretarial Auditors of the Company under Section 204 and other applicable provisions of Companies Act, 2013 for a term of 5 (Five) consecutive financial years commencing from Financial year 2025-26 to Financial year 2029-30, at a remuneration as may be fixed by the Board of Directors of the Company from time to time."



“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be required or deemed necessary including but not limited to finalizing the remuneration and other terms and conditions of appointment etc. and for matters connected therewith or incidental thereto.”

6. To approve and ratify the remuneration of the Cost Auditors for the Financial Year 2025-26:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder 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 remuneration of Rs. 1,75,000/- (Rupees One lakh Seventy Five thousand only) plus reimbursement of out of pocket expenses and subject to applicable taxes and levies to M/s. B Y & Associates, Chennai, Cost Accountants, (Firm Registration No. 003498) the Cost Auditors of the Company for financial year 2025-26 be and is hereby approved and ratified.”

NOTES:

- a) The Ministry of Corporate Affairs (‘MCA’) vide its General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 with respect to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) has permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- b) In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (collectively

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

7. To consider and approve the payment of remuneration to Non-Executive Directors (including Independent Directors) of the Company:

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any of the Companies Act, 2013, read with relevant Rules and Schedule including any statutory amendment(s), modification(s) and re-enactment thereof for the time being in force, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, remuneration be paid to all the Non-Executive Directors (including Independent Directors) of the Company for attending the Meetings of the Board of Directors held during the financial year 2024-25 at the rate of Rs. 1,00,000/- (Rupees One lakh) per meeting of the Board attended by them, besides the sitting fees paid for attending each Board Meeting.”

(By order of the Board)
For Southern Petrochemical
Industries Corporation Limited

Place : Chennai
Date : 14th August 2025

R Swaminathan
Company Secretary

referred to as “Circulars”), this AGM Notice, together with the Annual Report for the financial year 2024-25, is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company/ Depositories. The AGM Notice and Annual Report of the Company are also available on the Company’s website at www.spic.in and on the website of the Stock Exchanges where the shares of the Company are listed viz., National Stock Exchange of India Limited - www.nseindia.com. Members who have not registered their email address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically, from time to time.

- c) Book Closure for AGM: The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 17th September 2025 to Tuesday, 23rd September 2025 (both days inclusive).
- d) The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred in the Notice will be available for inspection in electronic mode, during the AGM. Members seeking inspection can

send an email for the purpose to shares.dep@spic.co.in.

- e) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (the Act) in respect of items 4 to 7 is annexed hereto.
- f) Details furnished under Regulation 26 & 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) in respect of the Directors seeking appointment/re-appointment at this AGM forms an integral part of the Notice.
- g) Compulsory transfer of Equity Shares to IEPF Authority: As per Section 124(5) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017 (IEPF Rules) and amendments made thereto, all shares in respect of which dividends remain unpaid or unclaimed for a consecutive period of 7 (seven) years or more are required to be transferred to the demat account of IEPF Authority. Pursuant thereto, the Company has transferred the underlying shares in respect of which dividends remained unclaimed for a consecutive period of seven years during the year 2018. The Members / claimants whose shares, have been transferred to IEPF may approach the Company for issue of Entitlement Letter. Upon receipt of Entitlement Letter, Members / claimants shall have to file an application with IEPF Authority in webform IEPF 5 (available on www.iepf.gov.in) in line with IEPF Rules. The details of shares transferred to IEPF are also available on the website of the Company at: <https://www.spic.in/investors/transfer-of-shares-to-iepf/>
- h) Pursuant to the provisions of the Companies Act, 2013 (the Act), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM, pursuant to the Circulars, physical attendance of Members has been dispensed with / is not permitted. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/ OAVM and cast their votes through E-Voting by forwarding the resolution authorizing them to attend and vote to the Scrutinizer or Registrar and Transfer Agent (RTA) of the Company.
- i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management

and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and as per the Circulars, the Company is providing facility of remote E-Voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a Member using Remote E-Voting as well as the E-Voting system during the AGM will be provided by M/s. Central Depository Services (India) Limited (CDSL). The Board has appointed M/s. B Chandra & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the E- Voting process (Remote + e-voting during the AGM) in a fair and transparent manner.

- j) The Members can join the AGM in the VC/OAVM mode 15 minutes before or after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction.
- k) Members holding shares in physical form are advised to promptly inform the Company of any change in address or other information. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company / RTA, for consolidation into a single folio. For updation / modification of any information relating to shares held in physical form, please refer to the procedure as laid down in the website of the Company <https://www.spic.in/investors/get-in-touch/> and follow the procedure.
- l) Process for those Shareholders whose Email/ Mobile No. are not registered with the Company/ Depositories:

In order to ensure that the Members receive all the communication sent by the Company, it is advised that the members may update their email address registered with RTA, Cameo Corporate Services Limited.

For Physical Holding - Refer Note k) given above.

For Demat Holding - Please contact your Depository Participant (DP) and register your email address. Members are also requested to ensure that the option to receive the communication sent by the



Company by email has been duly exercised and registered with the DP.

- m) As per Regulation 40 of SEBI Listing Regulations, all requests for transfer of securities including transmission and transposition, issue of duplicate share certificate; claim from unclaimed suspense account; renewal/exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificates/folios shall be processed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- n) In compliance with the Circulars, Notice of the 54th AGM along with the Annual Report 2024- 25 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/RTA. The hard copy of full Annual Report of the Company shall be sent to the shareholders on request.
- o) Members may also note that the Notice and the Annual Report will be available on the website of the Company, www.spic.in/investors/financial-results/ , National Stock Exchange of India Limited www.nseindia.com, and CDSL i.e., www.evotingindia.com.
- p) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- q) The voting rights of Members shall be in proportion to the shares held by the shareholders to the paid-up equity share capital in the Company held as on, Tuesday, 16th September 2025, the “cut-off date”.
- r) 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 Act, 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. The Nomination Form is also available on the website of the Company. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

Payment of dividend and withholding tax thereon:

- a) The dividend for the financial year 2024-25 upon declaration at the ensuing 54th AGM, would be paid within 30 days from the date of AGM, as below:
- i. In respect of shares held in physical form to those Members whose names appear in the Register of Members on Tuesday, 23rd September 2025; and
- ii. In respect of shares held in electronic form, to those Members whose names appear in the list of beneficial owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Depositories, as at the end of business hours on Tuesday, 16th September 2025.
- b) Members may note that in terms of the Income Tax Act, 1961 ('the Act'), as amended by the Finance Act, 2020, dividend is taxable in the hands of the recipient from 1st April 2020. The Company is required to deduct tax at source from dividend paid to members at the prescribed rates, as provided in the Finance Act, 2020 and as amended from time to time. As per Section 139AA of the Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/ inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 206AA of the Act. Shareholders may visit <https://www.incometax.gov.in/iec/foportal/> for linking PAN with Aadhar.
- c) As tax Deduction would be PAN based, in the case of multiple holding by the same first named person, dividend amount would be aggregated for determining the rate of TDS.
- d) If the Member:
- i. is a resident individual and the amount of dividend does not exceed Rs. 10,000 or furnishes a declaration in Form 15G/15H fulfilling the prescribed requirements under the Act, no tax will be deducted.
- ii. is a Non-Resident or Foreign Institutional Investor or a Foreign Portfolio Investor, tax deduction would be at 20%.
- iii. In addition to the above, surcharge and cess as applicable will be deducted.
- Resident shareholders may also submit certificate under Section 197 of the Income Tax Act, 1961, issued by the concerned authority for no or lower deduction of tax. Non- Resident Shareholders, including foreign companies and institutional investors like FIIs, FPIs, etc. if eligible can avail lower withholding taxes under the Double Taxation Avoidance Agreements by submitting the necessary documents such as Tax Residency Certificate, Form 10F and other declarations specified in the relevant Rules.
- e) It is recommended that shareholders should independently satisfy their eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA. Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon



completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

- f) The aforesaid forms and declarations may be provided through the Web-portal of the RTA <https://investors.cameoindia.com/> and other documents mentioned above by email to investor@cameoindia.com / shares.dep@spic.co.in before Thursday, 18th September 2025 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication/ documents on the tax determination / deduction shall be considered after Thursday, 18th September 2025, 5:00 PM (IST).
- g) As per SEBI guidelines, dividend is to be paid through electronic mode into the bank account of the shareholder as per the details furnished by the National Securities Depository Limited and Central Depository Services (India) Limited (collectively referred to as 'the Depositories') in case of shares held in demat mode and as per the records of the Company/RTA in case of shares held in physical mode.
- h) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) and SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024, has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
- i) Members may register / update their bank account details with the Depository Participant for share held in electronic form. For shareholders holding shares in physical form, the shareholders may update their bank account with Cameo Corporate Services Limited (RTA) / Company by submitting Form ISR-1 on or before Tuesday, 23rd September 2025 for receiving the dividend electronically. For shares held in physical mode, please follow the procedure as laid down in the website of the Company <https://www.spic.in/investors/get-in-touch/>

INSPECTION OF DOCUMENTS:

All the documents referred to in the accompanying notice and explanatory statement annexed hereto shall be available for inspection during normal business hours on working days at the Registered Office of the Company, from 9:30 AM (IST), Wednesday, the 17th September 2025 till 5:00 PM (IST) Monday, the 22nd September 2025. Members wish to seek an inspection can send an email for the purpose to [shares.dep@spic.co.in/](mailto:shares.dep@spic.co.in)

spiccorp@spic.co.in. The documents and other information to be made available for inspection during the 54th AGM will be made available electronically through e-voting platform of CDSL.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM FOR JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Friday, 19th September 2025 at 9:00 AM (IST) and ends on Monday, 22nd September 2025 at 5:00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date ("Record Date") of Tuesday, 16th September 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date of the 54th AGM, i.e. 23rd September, 2025 would not be entitled to vote during the Meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- vi) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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.
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Southern Petrochemical Industries Corporation Limited 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) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



(xviii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer viz; bchandraassociates@gmail.com and to the Company at the email address viz; shares.dep@spic.co.in (designated email address of company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members desirous of speaking at the meeting may register through the web portal of the RTA using the web-link: <https://Investors.cameoindia.com>. The above facility for participant registration will be open from 9:00 AM (IST) on Tuesday, 16th September 2025 to 5:00 PM (IST) on Saturday, 20th September 2025. It may please be noted that there will be no option for spot registration or through any other mode.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Members who do not wish to speak during the AGM but have queries may send their queries on or before Tuesday, 16th September 2025 by email to shares.dep@spic.co.in mentioning their name, demat account number/ folio number and mobile number. These queries will be attended and responded by the Company suitably.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) and send the duly filed form by email / post to the RTA.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) .
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cDSLindia.com or call toll free no. 1800 21 09911.

Annexure to Notice

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

The following Explanatory Statement sets out the material facts on subjects referred in Item Nos.4 to 7 of the Notice convening the 54th AGM:

ITEM NO. 4

The Board of Directors of the Company at their Meeting held on 14th August 2025, based on the recommendation of Nomination and Remuneration Committee had appointed Thiru. V Dakshinamoorthy, IAS, (DIN: 09338233), Nominee of M/s. Tamil Nadu Industrial Development Corporation Limited (TIDCO) as an Additional Director of the Company pursuant to Section 161 of the Act and to hold office upto the date of this AGM. The nomination made by TIDCO is considered as the proposal recommending the candidature. As the appointment has been recommended by the Nomination and Remuneration Committee, the requirement of Deposit under Section 160 of the Companies Act, 2013 is not applicable. The Board recommends the Ordinary Resolution in relation to the appointment of Thiru. V Dakshinamoorthy, IAS, (DIN: 09338233) as Director, liable to retire by rotation for approval by the Members of the Company as set out in Item No. 4 of the Notice.

Memorandum of Interest:

Except Mr. Sandeep Nanduri, IAS, Nominee Director of TIDCO and Thiru. V Dakshinamoorthy, IAS, Additional Director of the Company, representing TIDCO, none of the Directors, Key Managerial Personnel of the Company and / or their relatives are interested in this Resolution.

ITEM NO. 5

Ms B Chandra, Practicing Company Secretary, Chennai is the existing Secretarial Auditor of the Company.

Pursuant to the recent amendments under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed companies are required to appoint secretarial auditor who is a peer reviewed company secretary and holding a valid certificate of practice issued by the Institute of Company Secretaries of India (ICSI), for a term of five consecutive years with the approval of the shareholders of the Company in its Annual General meeting.

The Company had received a consent letter dated 25th April 2025 from M/s B Chandra & Associates, Practicing Company Secretaries, Chennai (Firm registration number:

P2017TN065700) (Peer Review Certificate No.: 1711/2022) confirming that they fulfil the requirements prescribed under applicable regulations including Companies Act, 2013, SEBI LODR and guidelines issued by ICSI, for being appointed as the secretarial auditor of the Company, for a period of 5 (five) consecutive financial years from the financial year 2025-26.

The Board of Directors of the Company at their meeting held on 8th May 2025 approved the appointment of M/s B Chandra & Associates, Practising Company Secretaries, Chennai as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years from 2025-26 to 2029-30, subject to the approval of the shareholders of the Company.

The remuneration proposed to be paid to M/s B Chandra & Associates towards secretarial audit for the FY 2025-26 is Rs. 3.00 lakhs, in addition to reimbursement of travelling and out-of-pocket expenses incurred by them in connection with the audit. The remuneration payable to them for the remaining tenure of appointment will be approved by the Board of Directors as mutually agreed upon with Secretarial Auditor and it will be in line with industry standards subject to escalation/changes, if any during their term of appointment. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee.

Scope of Audit: The scope of audit shall be as prescribed under the LODR Regulations, the Companies Act, 2013 and Guidance Note issued by the ICSI as may be amended from time to time.

Basis of recommendation and credentials of Secretarial Auditor: The recommendations are based on the fulfilment of the eligibility criteria and qualification prescribed under the LODR Regulations read with guidelines issued by the ICSI, with regard to the experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the leadership and Audit team, capability of the firm to understand the Company's business and the compliance environment.

M/s. B Chandra & Associates, is a firm of practicing company secretaries, primarily engaged in providing secretarial audit, governance, compliance management services. The firm has experience in providing consulting services for multinational companies, Non-banking Financial Companies and handling the secretarial audits of large listed entities. The firm holds a valid Peer Review Certificate No. 1711/2022 issued by the Peer Review Board of the Institute of Company Secretaries of India (ICSI).



The Board believes that the experience of conducting secretarial audit for large listed companies/other companies and knowledge of the legal and regulatory framework of M/s. B Chandra & Associates, will be invaluable to the Company in ensuring continued adherence to compliance requirements under various applicable laws.

The Board recommends the proposal for appointment of M/s. B Chandra & Associates, Practicing Company Secretaries, Chennai as Secretarial Auditors, for approval of the Shareholders by way of an Ordinary Resolution as set out in Item No. 5 of the Notice.

Memorandum of Interest

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested in the resolution.

ITEM NO. 6

The Board of Directors on the recommendation of Audit Committee have appointed M/s B Y Associates, Cost Accountants, Chennai as Cost Auditor of the Company for the financial year 2025-26. Pursuant to Sections 142 and 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the approval of the Members of the Company are required for the payment of remuneration of Rs.1,75,000/- (Rupees one lakh seventy five thousand Only) apart from reimbursement of out of pocket expenses and applicable taxes to the Cost Auditor as considered and approved by the Board of Directors at their meeting held on 8th May 2025 for the Financial Year 2025-26.

The Board recommends the proposal of payment of remuneration to the Cost Auditors for approval/ratification of the Shareholders by way of an Ordinary Resolution as set out in Item No. 6 of the Notice

Memorandum of Interest:

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested in the resolution.

ITEM NO. 7

At present the Non-Executive Directors (including independent directors) of the Company are paid sitting fee of Rs. 1 lakh per meeting of the Board attended by them. Considering the continued improved performance of the Company and the contribution by the Non-Executive Directors (NEDs) including the ID's during the Meetings, it is considered necessary to remunerate the NEDs including the ID's besides the sitting fees of Rs. 1 lakh paid for attending each Board Meeting.

The Board of Directors at their Meeting held on 8th May 2025 based on the recommendation of the Nomination and Remuneration Committee at its meeting held prior to the Board Meeting on the same day considered and approved the proposal to pay remuneration to Non-Executive Directors of the Company for the FY 2024-25. In respect of remuneration payable to Nominee Directors of Tamil Nadu Industrial Development Corporation Limited (TIDCO), the payment will be made to TIDCO. The proposed payment to Non-Executive Directors is well within the limits of remuneration as prescribed under Companies Act, 2013.

The Board recommends the Special Resolution in relation to the payment of remuneration to Non-Executive Directors (including IDs) of the Company for the FY 2024-25 for approval by the Members of the Company as set out in Item No. 7 of the Notice.

Memorandum of Interest:

Except the Non-Executive Directors (including Independent Directors) and their relatives, none of the directors or Key Managerial Personnel of the Company and/or their relatives are interested in this Resolution.

(By order of the Board)

For Southern Petrochemical
Industries Corporation Limited

Place : Chennai

Date : 14th August 2025

R Swaminathan
Company Secretary



**Details of the Director seeking appointment/re-appointment
[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

1	Name	Mr. E Balu (DIN: 08773795)
2	Date of Birth (Age in years)	10.06.1967 (58 years)
3	Nationality	Indian
4	Qualifications	Mr. E Balu aged about 58 years, is a Bachelor of Engineering from Bharathiar University and also holds a Master's Degree in Business Administration from Alagappa University. He joined Southern Petrochemical Industries Corporation Limited (SPIC) as an EMS trainee on 1st May 1991. During the year 2011, he was transferred to be on the role of Greenstar Fertilizers Limited (GFL) in view of a Business transfer Agreement entered on 19 th October 2011 between SPIC and GFL. He has over 35 years of technical experience in operating the Fertilizer Plants of SPIC and Greenstar and Project implementation.
5	Brief resume of the Director	
6	Nature of expertise in specific functional areas	
7	Terms and conditions of Appointment	He was appointed by the Board of Directors on 7 th July 2023 and by the shareholders at the 52 nd AGM of the Company held on 27 th September, 2023 for a period of 3 (three) years, effective 30 th July 2023, liable to retire by rotation. He is liable to retire by rotation at the ensuing 54 th AGM and being eligible offers himself for re-appointment as covered in Item No. 3 of the Notice for Members approval.
8	Details of Remuneration	Within the overall limits as approved by the Board of Directors and the shareholders at the 53 rd AGM of the Company held on 19 th September, 2024.
9	Remuneration last drawn (FY 2024-25)	Rs. 109.85 Lakhs
10	Date of first appointment on the Board	30 th July 2023 (effective date of appointment).
11	Disclosure of relationships between directors inter-se and with other Key Managerial Personnel of the company	Mr. E Balu is not related to any Directors, other Key Managerial Personnel of the Company and their relatives.
12	Number of Meetings of the Board attended during the year (FY 2024-25)	5 out of 5.
13.	Name of listed entities / other Companies in which the person so holds the directorship and the membership of Committees of the Board.	Directorship: The Fertiliser Association of India. Spic Officers and Staff Welfare Foundation. Membership of Committees of the Board: Nil
14	Listed entities from which the person has resigned in the past three years	Tuticorin Alkali Chemicals and Fertilizers Limited
15	Shareholding in the Company	200 Equity Shares (subscribed and allotted based on a preferential offer to employee by the Company)



**Details of the Director seeking appointment/re-appointment
[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

1	Name	Thiru. V Dakshinamoorthy, IAS (DIN: 09338233)
2	Date of Birth (Age in years)	12.05.1967 (58 years)
3	Nationality	Indian
4	Qualifications	Thiru. V Dakshinamoorthy, IAS aged 58 years is a 2007 batch IAS Officer who has held many key positions in various departments in the Government of Tamil Nadu. Presently, Thiru. V Dakshinamoorthy, IAS is the Agricultural Production Commissioner and Principal Secretary, Agriculture and Farmers Welfare Department. Earlier, Thiru. V Dakshinamoorthy, IAS served as the Managing Director, Tamil Nadu Water Supply and Drainage Board. The proposal to appoint him as Nominee Director representing Tamil Nadu Industrial Development Corporation Limited, liable to retire by rotation, is covered under Item No. 4 of the Notice for Members approval.
5	Brief resume of the Director	
6	Nature of expertise in specific functional areas	
7	Terms and conditions of Appointment	
8	Details of Remuneration	Within the limits prescribed under the Act. (Non-Executive Director).
9	Remuneration last drawn	N.A.
10	Date of first appointment on the Board	14 th August 2025.
11	Disclosure of relationships between directors inter-se and with other Key Managerial Personnel of the company	Thiru. V Dakshinamoorthy, IAS is not related to any of the Directors and Key Managerial Personnel of the Company and their relatives.
12	Number of Meetings of the Board attended during the year (FY 2024-25)	N.A.
13	Name of listed entities / other Companies in which the person so holds the directorship and the membership of Committees of the Board.	<p>Directorship in entities:</p> <p>Public Companies:</p> <ol style="list-style-type: none"> 1) Tamilnadu Civil Supplies Corporation 2) Tamil Nadu Green Climate Company 3) Tamil Nadu Food Processing and Agri Export Promotion Corporation <p>Membership of Committees of the Board: Nil</p>
14	Listed entities from which the person has resigned in the past three years	Nil
15	Shareholding in the Company	Nil