



Ref:Secy/AGM45

22 Sept 2016

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 45<sup>th</sup> AGM of the Company.  
Ref: Our letter dated 21 Sept 2016

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In continuation to our letter cited, we enclose the Report dated 21<sup>st</sup> September 2016 of Mrs B Chandra, Scrutinizer appointed by the Company on the results of the E-voting and Poll at the 45<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> September 2016.

We request you kindly to take the same on record.

Thanking You,

Yours faithfully,  
For Southern Petrochemical  
Industries Corporation Ltd

M B Ganesh  
Secretary

Encl: as above

Southern Petrochemical Industries Corporation Limited

(CIN: L11101TN1969PLC005778)

REGISTERED & CORPORATE OFFICE: SPIC House 88 Mount Road, Guindy, Chennai 600 032 India  
Phone : +91 (44) 22350245 | Fax: +91 (44) 22352163 | Email: spiccorp@spic.co.in | www.spic.in



**B. CHANDRA**  
Practising Company Secretary

AG3, Ragamalika,  
#26, Kumaran Colony Main Road,  
Vadapalani, Chennai - 600 026.

E-mail : behandra1@gmail.com  
behandracosecy@gmail.com  
H/P : 9840276313, 9840375053, 7358269819

**FORM NO. MGT - 13**

**Report of the Scrutinizer(s)**

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

Dated 21<sup>st</sup> September, 2016

To

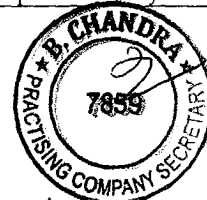
The Chairman,  
of the Annual General Meeting of the Equity Shareholders of Southern Petrochemical Industries Corporation Limited, held on 20<sup>th</sup> September, 2016 at Rajah Annamalai Mandram, No. 5, Esplanade Road, Chennai - 600 108 at 10.30 A.M.

**Subject:** Ordinary & 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, 2013 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 01.08.2016 for the purpose of voting on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of M/s Southern Petrochemical Industries Corporation Limited held on 20<sup>th</sup> September 2016, at Rajah Annamalai Mandram, No. 5, Esplanade Road, Chennai - 600 108 at 10.30 A.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 Notice convening the Meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means on 29.08.2016 (wherever email ids were available) and to the other shareholders by registered post / Courier by 24.08.2016 and subsequently, the Notice convening the meeting was also placed on the website of the Company and that of the agency, i.e., CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL). The members of the Company were given an option to vote electronically on e-voting platform, provided by the
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	CDSL.
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Business Standard" and "Maikal Kural" Tamil newspaper both on 01.09.2016
c.	The e-voting period commenced on September 17, 2016 at 09:00 A.M. and ended on September 19, 2016 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 19, 2016 at 05:00 P.M, the CDSL portal was blocked for voting thereafter.
e.	The votes cast were unblocked in the presence of two witnesses on the September 20, 2016.
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.

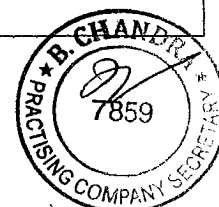
At the Annual General Meeting held at the scheduled time, date and venue, the Chairman announced a poll taking into account the provisions of law as well as the Notification issued by the Ministry of Corporate Affairs dated 19-03-2015 – Companies (Management and Administration) Amendment Rules, 2015.

The polling papers in Form MGT-12 as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present at the Meeting. The 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 were locked in my presence with due identification marks placed by me.
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 adopt a. the audited financial statement of the Company for the year ended 31st March 2016 and the Reports of the Board of Directors and Auditors thereon; b. The audited consolidated financial statement of the Company for the financial year ended 31st March 2016 and the Report of the Auditors thereon;	Ordinary
2	Appointment of Mr. B Elangovan, Director (DIN No:00133452), who retires by rotation and being eligible for re-appointment, as Director of the Company	Ordinary
3	Appointment of M/s Deloitte Haskins & Sells (DHS), Chartered Accountants, Chennai (Firm Registration No.008072S), as Statutory Auditors of the Company and to hold Office from the conclusion of this Annual General	Ordinary



	Meeting until the conclusion of the 46th Annual General Meeting of the Company on a remuneration as may be fixed by the Board of Directors of the Company	
4	Appointment of Mr. P.R.Tantri (M.No.2403) as Cost Auditor to conduct the Cost Audit pertaining to Cost Accounts and Records of the Fertilizer Division of the Company for the financial year ending 31st March, 2017, and ratification of remuneration of Rs. 1,00,000/- (Rupees One lakh only) subject to applicable taxes and levies	Ordinary
5	Authority to make investments by way of subscription, purchase or otherwise, in the securities of any body corporate upto an aggregate amount not exceeding Rs.75 lakhs, notwithstanding that the aggregate of the loans given or guarantees provided or securities subscribed / acquired or loans / guarantees to be given and / or securities to be subscribed / acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Act.	Special

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

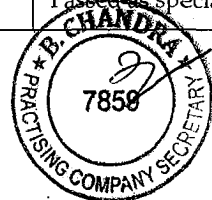
The details of the number of members who had cast their votes and the valid / invalid votes in respect of each of the resolutions are given below.

Resolution S.No	Number of members who cast their valid votes by e-voting/ poll at the AGM		Number of members who cast valid Votes	Number of members whose votes were considered invalid
	ASSENT	DISSENT		
1	85	3	88	8
2	83	5	88	8
3	84	4	88	8
4	84	4	88	8
5	85	3	88	8

29 members have cast their votes through e-voting

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.

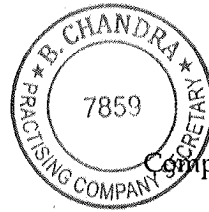
E VOTING & POLL						
Resolution S.No	No of VOTES CAST IN FAVOUR	No of VOTES CAST AGAINST	Total - Valid Votes	Assent %	Dissent %	Passed/Not Passed
1	100991113	904	100992017	99.999	0.001	Passed as ordinary resolution
2	100990538	1479	100992017	99.998	0.002	Passed as ordinary resolution
3	100990613	1404	100992017	99.998	0.002	Passed as ordinary resolution
4	100991013	1004	100992017	99.999	0.001	Passed as ordinary resolution
5	100991017	1000	100992017	99.999	0.001	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 4 and the No of votes cast in favour were not less than three times the votes cast against in respect of resolutions in S No 5 , 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 Mr.Ashwin C Muthiah, Chairman authorized by the Board for safe keeping.

Thanking you,



Yours faithfully,

A handwritten signature in dark ink, appearing to be "B Chandra".

**B Chandra**

Company Secretary in Practice

CP No 7859

Encl: Polling Papers 67 in number.

For SOUTHERN PETROCHEMICAL  
INDUSTRIES CORPORATION LTD.

A handwritten signature in dark ink, appearing to be "S.R. Ramakrishnan".

**S.R. RAMAKRISHNAN**  
WHOLE TIME DIRECTOR

**Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

NAME OF THE COMPANY	: SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LTD
Date of the AGM / EGM	: 20th September 2016
Total number of shareholders on record date	: 67712
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	: 13
Public	: 6148
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	: NA
Public	: NA



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1. Ordinary business: To Consider and adopt: a) The audited financial statement of the company for the financial year ended 31st March 2016 and the Reports of the Board of Directors and Auditors thereon.  
b) The Audited consolidated financial statement of the Company for the financial year ended 31st March 2016.

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	100281384	8840000	8.82	8840000	0	100	0
	POLL		91441339	91.18	91441339	0	100	0
	POSTAL_BALLOT	100281384	0	0	0	0	0	0
	SUB TOTAL		100281339	100	100281339	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	6882235	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT	6882235	0	0	0	0	0	0
	SUB TOTAL		0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	96476717	21302	0.02	21002	300	98.59	1.41
	POLL		689376	0.72	688772	604	99.91	0.09
	POSTAL_BALLOT	96476717	0	0	0	0	0	0
	SUB TOTAL		710678	0.74	709774	904	99.87	0.13
GRAND TOTAL		203640336	100992017	49.59	100991113	904	99.999	0.001



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2. Ordinary business: Appointment of Thiru B Elangovan, as Director of the Company.

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	100281384	8840000	8.82	8840000	0	100	0
	POLL		91441339	91.18	91441339	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	100281384	100281339	100.00	100281339	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	6882235	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	6882235	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	96476717	21302	0.02	20427	875	95.89	4.11
	POLL		689376	0.72	688772	604	99.91	0.09
	POSTAL_BALLOT		0	0.00	0	0	0.00	0.00
	SUB TOTAL	96476717	710678	0.74	709199	1479	99.79	0.21
GRAND TOTAL		203640336	100992017	49.59	100990538	1479	99.998	0.002



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3. Ordinary business: Appointment of Statutory Auditors.

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	100281384	8840000	8.82	8840000	0	100	0
	POLL		91441339	91.18	91441339	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>100281384</b>	<b>100281339</b>	<b>100.00</b>	<b>100281339</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	6882235	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>6882235</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	96476717	21302	0.02	20502	800	96.24	3.76
	POLL		689376	0.72	688772	604	99.91	0.09
	POSTAL_BALLOT		0	0.00	0	0	0.00	0
	<b>SUB TOTAL</b>	<b>96476717</b>	<b>710678</b>	<b>0.74</b>	<b>709274</b>	<b>1404</b>	<b>99.80</b>	<b>0.20</b>
<b>GRAND TOTAL</b>		<b>203640336</b>	<b>100992017</b>	<b>49.59</b>	<b>100990613</b>	<b>1404</b>	<b>99.998</b>	<b>0.002</b>



4.Special business: Appointment of Mr. P.R.Tantri (M.No.2403) as Cost Auditor to conduct the Cost Audit pertaining to Cost Accounts and Records of the Fertilizer Division of the Company for the financial year ending 31st March, 2017, and ratification of remuneration of Rs. 1,00,000/- (Rupees One lakh only) subject to applicable taxes and levies

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	100281384	8840000	8.82	8840000	0	100	0
	POLL		91441339	91.18	91441339	0	100	0
	POSTAL_BALLOT		0	0.00	0	0	0	0
	SUB TOTAL	100281384	100281339	100.00	100281339	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	6882235	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	6882235	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	96476717	21302	0.02	20902	400	98.12	1.88
	POLL		689376	0.72	688772	604	99.91	0.09
	POSTAL_BALLOT		0	0.00	0	0	0	0.00
	SUB TOTAL	96476717	710678	0.74	709674	1004	99.86	0.14
GRAND TOTAL		203640336	100992017	49.59	100991013	1004	99.999	0.001



5.Special business : Authority to make investments by way of subscription, purchase or otherwise, in the securities of any body corporate upto an aggregate amount not exceeding Rs.75 lakhs

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	100281384	8840000	8.82	8840000	0	100	0
	POLL		91441339	91.18	91441339	0	100	0
	POSTAL_BALLOT		0	0.00	0	0	0	0
	<b>SUB TOTAL</b>	<b>100281384</b>	<b>100281339</b>	<b>100.00</b>	<b>100281339</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	6882235	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>6882235</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	96476717	21302	0.02	20902	400	98.12	1.88
	POLL		689376	0.72	688776	600	99.91	0.09
	POSTAL_BALLOT		0	0	0	0	0.00	0
	<b>SUB TOTAL</b>	<b>96476717</b>	<b>710678</b>	<b>0.74</b>	<b>709678</b>	<b>1000</b>	<b>99.86</b>	<b>0.14</b>
<b>GRAND TOTAL</b>		<b>203840336</b>	<b>100992017</b>	<b>49.59</b>	<b>100991017</b>	<b>1000</b>	<b>99.999</b>	<b>0.001</b>

