

Secy/AGM46

28th July 2017

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
C-1, Block G
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051

Dear Sir,

Sub: Results of E Voting & poll at the AGM of the Company as per Reg. 44(3) of the
SEBI (LODR) Regulations, 2015
Ref: Our letter dated 27th July 2017.

In continuation to our letter cited, we enclose

- a) Report dated 27th July 2017 of Ms. B. Chandra, Scrutiniser appointed by the Company on the results of the E-Voting and poll at the venue of 46th Annual General Meeting of the Company held on 26th July 2017 and
- b) Report on the Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We request you kindly to take on record the above information.

Thanking you,

Yours faithfully
For Southern Petrochemical
Industries Corporation Ltd.



M B Ganesh
Secretary

Encl: as above

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 27th July, 2017

To

The Chairman,

of the Annual General Meeting of M/s. Southern Petrochemical Industries Corporation Limited, held on 26th July 2017 at Rajah Annamalai Mandram, No. 5, Esplanade Road, Chennai - 600 108 at 10 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 and Listing Obligations & Disclosure Requirements Regulations, 2015

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 01.06.2017 for the purpose of voting on the below mentioned resolutions, at the Annual General Meeting of M/s Southern Petrochemical Industries Corporation Limited held on 26th July 2017, at Rajah Annamalai Mandram, No. 5, Esplanade Road, Chennai - 600 108 at 10 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 05.07.2017 (wherever email ids were available) and to the other shareholders by registered post / Courier by 02.07.2017 and subsequently, the Notice convening the meeting was also placed on the website of the Company and that of the Evoting agency, i.e., CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL) through whom the members of the
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	Company were given an option to vote electronically on e-voting platform, provided by the CDSL.
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in a newspaper in English in "Business Standard" on 6 th July 2017 and a newspaper in Tamil in "Makal Kural" on 05.07.2017
c.	The e-voting period commenced on July 23, 2017 at 09:00 A.M. and ended on July 25, 2017 at 05.00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of the voting period on July 25, 2017 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 July 26, 2017.
f.	The Corporate members who had participated in the e-voting had provided the copies of the relevant resolutions passed 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. None of the poll papers were found to be incomplete or were otherwise found defective and hence there were no invalid votes.

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 the audited financial statement of the Company for the year ended 31st March 2017 and the Reports of the Board of Directors and Auditors thereon; AND The audited consolidated financial statement of the Company for the financial year ended 31st March 2017 and the Report of the Auditors thereon;	Ordinary
2	To appoint a Director in the place of Mr. M S Shanmugam, Director (DIN No:02475286), who retires by rotation and being eligible for re-appointment,	Ordinary



3	To appoint M/s MZSK & Associates , Chartered Accountants, Chennai (Firm Registration No.105047W), as Statutory Auditors of the Company who shall hold Office from the conclusion of this Annual General Meeting until the conclusion of the 51st Annual General Meeting of the Company on a remuneration as may be fixed by the Board of Directors of the Company	Ordinary
4	To appoint Mr. P.R.Tantri (M.No.2403) as Cost Auditor to conduct the Cost Audit of the Fertilizer Division of the Company for the financial year ending 31st March, 2018, and ratification of remuneration of Rs. 1,00,000/- (Rupees One lakh only) subject to applicable taxes and levies	Ordinary
5	To approve the transactions entered into by the Company with related party during the year 2016-17 , considered material as per Reg.23 of the Listing Regulations.	Ordinary
6	To approve investment in M/s. Greenam Energy Private Limited upto an aggregate amount not exceeding Rs.12 crores.	Special
7	To consider appointment of Thiru. S R Ramakrishnan as Whole-time Director of the company and payment of remuneration.	Special
8	To invest in the securities of M/s. Tuticorin Alkali Chemicals and Fertilizers Limited, arising out of conversion of outstanding unsecured loan and other receivable aggregating Rs. 29.81 crore.	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	77	2	79	0
2	76	3	79	0
3	77	2	79	0
4	75	4	79	0
5	58	6	64	0
6	74	4	78	0
7	76	3	79	0
8	73	6	79	0



43 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	100979628	310	100979938	99.9996	0.0004	Passed as ordinary resolution
2	100977128	2810	100979938	99.9972	0.0028	Passed as ordinary resolution
3	100979628	310	100979938	99.9996	0.0004	Passed as ordinary resolution
4	100979383	555	100979938	99.9995	0.0005	Passed as ordinary resolution
5	9536854	1650	9538504	99.9823	0.0017	Passed as ordinary resolution*
6	100976843	3050	100979893	99.9969	0.0031	Passed as special resolution#
7	100979623	315	100979938	99.9997	0.0003	Passed as special resolution
8	100976028	3910	100979938	99.9961	0.0039	Passed as special resolution

*The requisite no. of votes cast in favour exceeded the No. of votes cast against in respect of resolution in S. No. 5, after ignoring the votes cast by all the related parties as per the Listing Regulations.

#the requisite no. of votes cast in favour were not less than three times the votes cast against in respect of resolution in S. No. 6 after ignoring the votes cast by the Chairman, a related party.

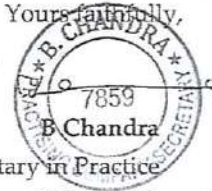


Since the requisite no. of votes cast in favour exceeded the No. of votes cast against in respect of resolutions in S No. 1 to 5 and the No of votes cast in favour were not less than three times the votes cast against in respect of resolutions in S No 6-8, I hereby report that the above resolutions were passed with requisite majority.

4. The poll papers and all other relevant records were sealed and handed over to Chairman authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,


Company Secretary in Practice
CP No 7859

Encl: Polling Papers 36 in number.

For SOUTHERN PETROCHEMICAL
INDUSTRIES CORPORATION LTD.


S.R. RAMAKRISHNAN
WHOLE TIME DIRECTOR

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

NAME OF THE COMPANY	SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED
Date of the AGM/ EGM	26 th July 2017
Total Number of shareholders as on record date	66,243
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter group Public	14 6560
No. of shareholders attended the meeting through video conferencing: Promoters and Promoter group Public	NA NA



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I To consider and adopt(a) The audited financial statement of the company for the financial year ended 31st March 2017 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 2017.

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		8840000	8.78	8840000	0	100.00		
	POLL	100666638	91441384	90.84	91441384	0	100.00		
	POSTAL_BALLOT		0	0.00	0	0			
	SUB TOTAL	100666638	100281384	99.62	100281384	0	100.00		
PUBLIC-INSTITUTIONS	E-VOTING		0	0	0	0	0.00		
	POLL	4236945	0	0	0	0	0.00		
	POSTAL_BALLOT		0	0	0	0	0.00		
	SUB TOTAL	4236945	0	0	0	0	0.00		
PUBLIC-NON INSTITUTIONS	E-VOTING		694076	0.70	693766	310	99.96		
	POLL	98736753	4478	0.00	4478	0	100.00		
	POSTAL_BALLOT		0	0.00	0	0	0.00		
	SUB TOTAL	98736753	698554	0.71	698244	310	99.96		
GRAND TOTAL		203640336	100979938	49.59	100979628	310	100.00		

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2. Appointment of Thiru M S Shanmugan, IAS 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	% 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	100666638	8840000	8.78	8840000	0	100.00	
	POLL		91441384	90.84	91441384	0	100.00	
	POSTAL_BALLOT		0		0	0	0.00	
	SUB TOTAL	100666638	100281384	99.62	100281384	0	100.00	
PUBLIC-INSTITUTIONS	E-VOTING		0	0.00	0	0	0.00	
	POLL	4236945	0	0.00	0	0	0.00	
	POSTAL_BALLOT		0	0.00	0	0	0.00	
	SUB TOTAL	4236945	0	0.00	0	0	0.00	
PUBLIC-NON INSTITUTIONS	E-VOTING		694076	0.70	691266	2810	99.60	
	POLL	98736753	4478	0.00	4478	0	100.00	
	POSTAL_BALLOT		0	0.00	0	0	0.00	
	SUB TOTAL	98736753	698554	0.71	695744	2810	99.60	
GRAND TOTAL		203640336	100979938	49.59	100977128	2810	100.00	

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3. 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	% OF VOTES AGAINST ON VOTE POLLED
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
	POLL	100666638	8840000	8.78	8840000	0	100.00	
	POSTAL_BALLOT		91441384	90.84	91441384	0	100.00	
	SUB TOTAL		0	0.00	0	0	0.00	
PUBLIC-INSTITUTIONS	E-VOTING	100666638	100281384	99.62	100281384	0	100.00	
	POLL		0	0.00	0	0	0.00	
	POSTAL_BALLOT	4236945	0	0.00	0	0	0.00	
	SUB TOTAL	4236945	0	0.00	0	0	0.00	
PUBLIC-NON INSTITUTIONS	E-VOTING		694076	0.70	693766	310	99.96	
	POLL	98736753	4478	0.00	4478	0	100.00	
	POSTAL_BALLOT			0.00	0	0	0.00	
	SUB TOTAL	98736753	698554	0.71	698244	310	99.96	
GRAND TOTAL		203640336	100979938	49.59	100979628	310	100.00	

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4. Ratification of appointment of Thiru T R Tantri pursuant to Section 148 of the Companies Act, 2013 as Cost Auditor of the Company on a remuneration of Rs.1,00,000/-

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	% 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	100666638	8840000	8.78	8840000	0	100.00	
	POLL		91441384	90.84	91441384	0	100.00	
	POSTAL_BALLOT		0	0.00	0	0	0.00	
	SUB TOTAL	100666638	100281384	99.62	100281384	0	100.00	
PUBLIC-INSTITUTIONS	E-VOTING		0	0.00	0	0	0.00	
	POLL	4236945	0	0.00	0	0	0.00	
	POSTAL_BALLOT		0	0.00	0	0	0.00	
	SUB TOTAL	4236945	0	0.00	0	0	0.00	
PUBLIC-NON INSTITUTIONS	E-VOTING		694076	0.70	693761	315	99.95	
	POLL	98736753	4478	0.00	4238	240	94.64	
	POSTAL_BALLOT		0	0.00	0	0	0.00	
	SUB TOTAL	98736753	698554	0.71	697999	555	99.92	
GRAND TOTAL		203640336	100979938	49.59	100979383	555	100.00	

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5. To approve the transactions entered into by the Company with related party during the year 2016-17 considered material as per Reg.23 of the Listing Regulations.

Resolution Required (Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?		Yes						
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	% 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	100666638	8840000	8.78	8840000	0	100.00	
	POLL		0	0.00	0	0	0.00	
	POSTAL_BAILOT		0	0.00	0	0	0.00	
	SUB TOTAL	100666638	8840000	8.78	8840000	0	100.00	
PUBLIC-INSTITUTIONS	E-VOTING		0	0.00	0	0	0.00	
	POLL	4236945	0	0.00	0	0	0.00	
	POSTAL_BAILOT		0	0.00	0	0	0.00	
	SUB TOTAL	4236945	0	0.00	0	0	0.00	
PUBLIC-NON INSTITUTIONS	E-VOTING		694076	0.70	693256	810	99.88	
	POLL	98736753	4478	0.00	4188	240	93.52	
	POSTAL_BAILOT		0	0.00	0	0	0.00	
	SUB TOTAL	98736753	698554	0.71	697454	1050	99.84	
GRAND TOTAL		203640336	9538504	4.68	9537454	1050	99.99	

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6. To invest in Greenam Energy Private Limited

Resolution Required (Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?		Mr. Ashwin Muthiah, Promoter Chairman is interested in the resolution						
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
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1) 100666638	(2) 8840000	(3)=(2/1)*100 8.78	(4) 8840000	(5) 0	(6)=(4/2)*100 100.00	(7)=(5/2)*100
	POLL		91441339	90.84	91441339	0	100.00	
	POSTAL BALLOT		0	0.00	0	0	0.00	
	SUB TOTAL	100666638	100281339	99.62	100281339	0	100.00	
PUBLIC-INSTITUTIONS	E-VOTING		0	0.00	0	0	0.00	
	POLL	4236945	0	0.00	0	0	0.00	
	POSTAL BALLOT		0	0.00	0	0	0.00	
	SUB TOTAL	4236945	0	0.00	0	0	0.00	
PUBLIC-NON INSTITUTIONS	E-VOTING		694076	0.70	691266	2810	99.60	
	POLL	98736753	4478	0.00	4238	240	94.64	
	POSTAL BALLOT		0	0.00	0	0	0.00	
	SUB TOTAL	98736753	698554	0.71	695504	3050	99.56	
GRAND TOTAL		203640336	100979893	49.59	100976843	3050	100.00	

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7. Re-appointment and payment of Remuneration of Mr S R Ramakrishnan, as Whole-time Director of the Company

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
PROMOTER AND PROMOTER-GROUP		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
	E-VOTING		8840000	8.78	8840000	0	100.00	
	POLL	100666638	91441384	90.84	91441384	0	100.00	
	POSTAL BALLOT		0	0.00	0	0	0.00	
	SUB TOTAL	100666638	100281384	99.62	100281384	0	100.00	
PUBLIC-INSTITUTIONS								
	E-VOTING	4236945	0	0.00	0	0	0.00	
	POLL		0	0.00	0	0	0.00	
	POSTAL BALLOT		0	0.00	0	0	0.00	
	SUB TOTAL	4236945	0	0.00	0	0	0.00	
PUBLIC-NON INSTITUTIONS								
	E-VOTING		694076	0.70	693761	315	99.95	
	POLL	98736753	4478	0.00	4478	0	100.00	
	POSTAL BALLOT		0	0.00	0	0	0.00	
	SUB TOTAL	98736753	698554	0.71	698239	315	99.95	
GRAND TOTAL		203640336	100979938	49.59	100979623	315	100.00	

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8. To invest in the securities of TFL

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
PROMOTER AND PROMOTER-GROUP		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
	E-VOTING	100666638	8840000	8.78	8840000	0	100.00	
	POLL		91441384	90.84	91441384	0	100.00	
	POSTAL BALLOT		0	0.00	0	0	0.00	
	SUB TOTAL	100666638	100281384	99.62	100281384	0	100.00	
PUBLIC-INSTITUTIONS								
	E-VOTING		0	0.00	0	0	0.00	
	POLL	4236945	0	0.00	0	0	0.00	
	POSTAL BALLOT		0	0.00	0	0	0.00	
	SUB TOTAL	4236945	0	0.00	0	0	0.00	
PUBLIC-NON INSTITUTIONS								
	E-VOTING		694076	0.70	690766	3310	98.52	
	POLL	98736753	4478	0.00	3878	600	86.60	
	POSTAL BALLOT			0.00	0	0	0.00	
	SUB TOTAL	98736753	698554	0.71	694644	3910	99.44	
GRAND TOTAL		203640336	100979938	49.59	100976028	3910	100.00	

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