



B.CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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SCRUTINIZER'S REPORT

Date 27.7.2020

To

The Management,
Southern Petrochemical Industries Corporation Limited,
"SPIC House", No. 88, Mount Road,
Guindy, Chennai - 600 032.

Subject: Passing of resolution by means of Postal Ballot by E-voting in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, framed there under and SEBI (LODR) Regulations with regard to the Special Resolution of the Companies Act, 2013 (the Act)

Dear Sir,

Please refer to your letter dated 18th June 2020 appointing us as the Scrutinizer for the purpose of ascertaining the result of the Postal Ballot process for passing Special Resolution in respect of the subject mentioned elsewhere in the report.

As per the information furnished by the Company and after carrying out the scrutiny of the remote E-voting for the Postal Ballot through electronic mode from the Members of the Company, we hereby submit our report as under:

1.1	The Company had on 24 th June 2020 completed mailing of Postal Ballot Notice along with Explanatory Statement. Prior to the date of mailing the Notice, the Company had issued paper advertisement in Financial Express and Makkal Kural on 1 st June 2020, requesting the shareholders of the Company to update their email address so as to enable the Company to send the Notice electronically. Pursuant to provisions of General Circular No. 17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs, Government of India, Members were given option to vote electronically on Remote E-voting platform only, provided by Central Depository Services (India) Limited("CDSL").
1.2	The procedure of sending by email only has been permitted by MCA vide the General Circular No. 14/2020 dated April 8 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 and SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020
1.3	The Public Advertisement with respect to completion of dispatch of Postal Ballot Notice was published on 25 th June 2020 in English Newspaper "Financial Express" & in Tamil Newspaper "Makkal Kural".

1.4	In terms of the provisions of the Companies Act/ Rules as well as in terms of the Postal Ballot Notice and Public Notice, Members were requested to cast their votes electronically during the period from 26 th June 2020 (9.00 A.M) and Saturday, the 25 th July 2020 (5.00 P.M)
1.5	Votes cast by E-voting were matched with the Register of Members of the Company/ list of beneficiaries. The votes downloaded from the e-Voting system were collated on Saturday, 25 th July 2020 after 5.00 P.M.
1.6	As confirmed by RTA, 5646 emails bounced.

2. A summary of the Remote E-voting for postal ballot processed is given below:

S. No	Resolution	Nature of Resolution
1	Re-appointment of Mr. S R Ramakrishnan as Whole-time Director of the Company and payment of remuneration.	Special

The details of the number of e-voting carried out by Members and the valid / invalid votes in respect of the above said resolution are given below.

RESOLUTION No 1 –

Particulars		Voter Count	No. of Votes	% of voting to total valid votes
E-voting	In favour	70	100644783	99.9841
	Against	27	16031	0.0159
	Invalid	1	2004	

Since 100644783 votes were in favour of aforesaid Special Resolution (comprised in 70 voter count) of the total number of net valid votes cast as per summary above (constituting more than three fourths majority), we hereby report that the above said resolution is passed as special resolution.

- We have handed over the data sheet relating to e-voting and other related papers/registers, records for the safe custody to the Company Secretary, authorized by the Board to supervise the postal ballot process.
- You may accordingly declare the result of the voting by Postal Ballot.
- Corporate Members who had participated in the remote e-voting and had provided the scanned copy of the resolution passed at their Board / Power of Attorney for authorization to exercise their votes through e-voting have been taken into account.

Thanking you,

Yours faithfully,

B Chandra
Partner B CHANDRA AND ASSOCIATES
Company Secretaries in Practice
CP No. 7859
UDIN A020879B000506749