

## 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 **FIFTIETH ANNUAL GENERAL MEETING** of the Members of Southern Petrochemical Industries Corporation Limited will be held on Thursday, 30th September 2021 at 3:30 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

#### ORDINARY BUSINESS:

##### 1. Adoption of Financial Statements

###### "RESOLVED THAT

- a. The audited standalone financial statement of the Company for the year ended 31st March 2021 and the Reports of the Board of Directors and Auditors thereon;
- b. The audited consolidated financial statement of the Company for the year ended 31st March 2021 and the Report of the Auditors thereon;

be and are hereby received and adopted."

##### 2. Appointment of Director

"RESOLVED THAT Mr. S R Ramakrishnan, Director (DIN: 00120126), 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."

#### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Ms. Vandana Garg IAS, (DIN: 09205529), Nominee Director of Tamilnadu Industrial Development Corporation Limited, pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Articles of Association of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation.

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. R Madhusudhan (DIN: 09218879), Nominee Director of Tamilnadu Industrial Development Corporation Limited, pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Articles of Association of the Company, be and is

hereby appointed as Director of the Company liable to retire by rotation.

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under 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 appointment of M/s. B Y & Associates, Chennai, Cost Accountants, (Firm Registration No. 003498) 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 2022, on a remuneration of ₹ 1,50,000/- (Rupees One lakh fifty thousand only) plus reimbursement of actual out of pocket expenses and subject to applicable taxes and levies be and is hereby approved and ratified."

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as **SPECIAL RESOLUTION**:

*In partial modification to the earlier Special Resolution passed at the Annual General Meeting of the Company on 7th August 2018*

"RESOLVED THAT pursuant to Sections 185, 186 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification thereof), subject to such approvals, consents, sanctions, permissions, as may be necessary and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to pledge the equity shares held/to be held in Greenam Energy Private Limited (Greenam) for value not exceeding ₹12 Crores (Rupees Twelve Crore only) in favour of Indian Renewable Energy Development Agency Limited (IREDA) as security for the loans sanctioned / to be sanctioned by IREDA and to give an Undertaking to IREDA for non-disposal of equity shares of Greenam held/to be held by the Company during the tenure of the term

loan(s) sanctioned /to be sanctioned by IREDA and to infuse additional funds to meet the shortfall in the resources of Greenam for the Floating Solar Power Plant.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary or expedient and to execute agreements, documents, deeds, writings, papers as may be required, settle

any question or doubt that may arise thereto and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

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

Place : Chennai  
Date : 12th August 2021

M B Ganesh  
Secretary

## NOTES:

- a. In view of the on-going Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) vide General Circular No.02/2021 dated January 13, 2021 and SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated January 15, 2021 (collectively referred to as “the Circulars”) permitted the holding of the Annual General Meeting through VC/OAVM without the physical presence of the Members at a common venue. Accordingly, the 50th Annual General Meeting (AGM) of the Company will be held through VC/OAVM. Hence, Members are requested to attend and participate in the ensuing AGM through VC/OAVM.
- b. Share Transfer Register of the Company will remain closed from 24th September 2021 to 30th September 2021 (both days inclusive).
- c. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (the Act) in respect of items 3 to 6 is annexed hereto.
- d. 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 the AGM shall form integral part of the Notice. Such Directors have furnished the requisite declarations for their appointment / re-appointment.
- e. Pursuant to the provisions of 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).
- f. 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 on the date of 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 in a fair and transparent manner.
- g. 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.
- h. Members holding shares in physical form are advised to inform the Company of any change in address or demise of any Member. 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.
- i. 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 by following the below instructions.

For Physical Holding -

Send email to the RTA of the Company, Cameo Corporate Services Ltd. ("Cameo") at investor@cameoindia.com along with the scanned copy of the request letter to update/register email address duly signed by sole/first shareholder quoting the 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) for registering email address.

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.

The Company has issued Newspaper Advertisements on 30th July 2021 in Business Standard (All Editions) & Makkal Kural in this regard requesting Shareholders to Update/Register their email IDs with the Company/RTA to enable the Company to send all the communications of the Company to the Shareholders electronically.

- j. As per Regulation 40 of Listing Regulations, as amended, effective 1st April 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository.
- k. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2020-21 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrars and Share Transfer Agents.
- l. Members may also note that the Notice and the Annual Report will be available on the website of the Company, National Stock Exchange, and CDSL i.e., www.evotingindia.com.
- m. 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.
- n. 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 Thursday, 23rd September 2021, the cut-off date.
- o. 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.

#### Inspection of Documents:

All material documents relating to the items of business set out in the Notice are available for inspection on the Website of the Company www.spic.in on all the working days prior to the date of the Meeting.

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

- (i) The voting period begins on Monday, 27th September 2021 at 9:00 AM (IST) and ends on Wednesday, 29th September 2021 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 23rd September 2021 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 would not be entitled to vote during the Meeting.
- (iii) SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Listing Regulations on e-Voting Facility Provided by Listed Entities.

E-voting has been enabled 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 Evoting Service Provider(s) (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

By the above new system registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders is not required.

- (iv) 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 is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 &amp; 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 above mentioned 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 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.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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"> <li>• 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.</li> </ul>

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"> <li>• 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 as mentioned in instruction (v).</li> </ul>
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Southern Petrochemical Industries Corporation Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

(xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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 and to the Company at the email address viz; [shares.dep@spic.co.in](mailto:shares.dep@spic.co.in), 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 Remote 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 Remote 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 on 23rd September 2021 to 5:00 PM on 27th September 2021.
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 27th September 2021 by email to [shares.dep@spic.co.in](mailto:shares.dep@spic.co.in) mentioning their name, demat account number/folio number and mobile number. These queries will be responded to by the Company suitably.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted 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.
11. E-Voting facility during the meeting will be available from the beginning of the Meeting till 5 minutes after the close of the meeting. Shareholders may, at their option, vote at any time during this period. The voting facility will be closed thereafter.
12. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you need any clarification, you may contact Mr. P Muralidharan, Joint Manager, Cameo Corporate Services Limited (Ph. No. 044-28460718). Email: [agm@cameoindia.com](mailto:agm@cameoindia.com) and for 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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Annexure to Notice  
EXPLANATORY STATEMENT**

**PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

The following Explanatory Statement sets out the material facts on subjects referred in Item Nos. 3 to 6 of the Notice convening the 50th AGM:

**ITEM No. 3**

The Board of Directors vide Resolution dated 7th July 2021 on the recommendation of the Nomination and Remuneration Committee had appointed Ms. Vandana Garg, IAS (DIN: 09205529), nominee of TIDCO as Additional Director of the Company pursuant to Section 161 of the Act, and will hold office upto the date of this AGM. Notice proposing her candidature has been received from TIDCO under Section 160 of the Act. As the appointment has been recommended by the Nomination and Remuneration Committee, the requirement of deposit is not applicable. The Board recommends the Ordinary Resolution in relation to the appointment of Ms. Vandana Garg, IAS as Director for approval by the Members of the Company as set out in Item No. 3 of the Notice.

**Memorandum of Interest:**

Except Ms. Vandana Garg, IAS and her Relatives and Mr. R Madhusudhan, Nominee Directors of TIDCO, none of the Directors, Key Managerial Personnel of the Company is interested in this Resolution.

**ITEM No. 4**

The Board of Directors, at their Meeting held on 12th August 2021 on the recommendation of the Nomination and Remuneration Committee had appointed Mr. R Madhusudhan (DIN: 09218879), nominee of TIDCO as Additional Director of the Company pursuant to Section 161 of the Act, and will hold office upto the date of this AGM. Notice proposing his candidature has been received from TIDCO under Section 160 of the Act. As the appointment has been recommended by the Nomination and Remuneration Committee, the requirement of deposit is not applicable. The Board recommends the Ordinary Resolution in relation to the appointment of Mr. R Madhusudhan as Director for approval by the Members of the Company as set out in Item No. 4 of the Notice.

**Memorandum of Interest:**

Except Mr. R Madhusudhan and his Relatives and Ms. Vandana Garg, IAS, Nominee Directors of TIDCO, none of the Directors, Key Managerial Personnel of the Company is interested in this Resolution.

**ITEM No. 5**

The Board of Directors, at their Meeting held on 30th June 2021 on the recommendation of the Audit Committee, appointed M/s. B Y & Associates, Chennai, Cost Accountants, (Firm Registration No. 003498) as

Cost Auditor for the financial year ending 31st March 2022 at a remuneration of ₹1,50,000/- (Rupees One lakh fifty thousand only) plus reimbursement of actual out of pocket expenses and subject to applicable tax and levies to conduct the cost audit pertaining to the cost accounts and records of the Fertilizers Division of the Company. In accordance with the provisions of Section 148 of the Act, and the Rules made thereunder, the remuneration payable to the Cost Auditor shall be ratified by the Members of the Company.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March 2022.

**Memorandum of Interest:**

None of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution.

**ITEM No. 6**

The shareholders at the Annual General Meeting of Company held on 7th August 2018 had approved the proposal of pledging the Equity Shares held/to be held in Greenam Energy Private Limited (Greenam) for a value not exceeding ₹ 12 Crores (Rupees Twelve Crore Only) in favour of Indian Renewable Energy Development Agency Limited (IREDA) to secure the term loan of ₹ 88 Crores then sanctioned by IREDA.

The aggregate amount of investments so far made by the Company and the security to be given by way of pledge of equity shares has not exceeded the value of ₹ 12 Crores already approved. The Board recommends the Special Resolution seeking consent of the Members for pledging the Equity Shares up to the aggregate amount not exceeding ₹12 Crores, which will be offered as security for the loans sanctioned/to be sanctioned by IREDA to Greenam, execute Undertaking for non-disposal of equity shares of Greenam and to meet any shortfall in the resources of Greenam for the Floating Solar Power Plant.

**Memorandum of Interest:**

Except Mr. Ashwin C Muthiah, Chairman and his relatives and Mr. S R Ramakrishnan, Whole-time Director and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution.

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

Place : Chennai  
Date : 12th August 2021

M B Ganesh  
Secretary

**Details of the Directors seeking appointment/re-appointment at the 50th Annual General Meeting  
[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

**MR. S R RAMAKRISHNAN**

Mr. S R Ramakrishnan, (DIN: 00120126) aged around 71 years, is B.Tech (Chem) from IIT Madras. He joined SPIC in 1972 and had worked in various departments including operation, process engineering, Technical services, R&D, Corporate Planning, etc. He is a Director of The Fertiliser Association of India, Sicagen India Limited, SPIC Officers and Staff Welfare Foundation and Greenam Energy Private Limited. He does not hold any equity shares in the Company and there is no relationship between the Directors inter-se.

**Membership / Chairmanship of Committees of other Boards:**

Company	Committee	Position held
Sicagen India Ltd	Stakeholders Relationship Committee	Member
	Management Committee	Member

**MS. VANDANA GARG, IAS**

Ms. Vandana Garg, IAS (DIN: 09205529) aged around 31 years is an I.A.S Officer of 2017 batch. She held many key positions in various departments in the Government of Tamil Nadu.

Presently, She is the Executive Director of Tamil Nadu Industrial Development Corporation Limited. Earlier she served as Assistant Secretary in Social Justice and Empowerment, GOI Assistant Collector (Trg), Salem District and Sub-Collector, Tirupathur District.

She is also a Director of Manali Petrochemicals Limited; TICEL Bio Park Limited; Tanflora Infrastructure Park Limited; Tamilnadu Power Finance and Infrastructure Development Corporation Limited; Tiruchirapalli Engineering and Technology Cluster; Tamilnadu Trade Promotion Organisation and Mahindra World City Developers Limited. She does not hold any shares in the Company and there is no relationship between the Directors inter-se.

**Membership / Chairmanship of Committees of other Boards:**

Company	Committee	Position held
Manali Petrochemicals Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Stakeholders Relationship Committee	Member
	Risk Management Committee	Member
	Corporate Social Responsibility Committee	Member

**MR. R MADHUSUDHAN**

Mr. R Madhusudhan, (DIN: 09218879) aged around 31 years, is a qualified Company Secretary from Institute of Company Secretaries of India (ICSI) and a Law graduate. He has more than 10 years of experience in the field of Company Secretary. He has worked in India Motor Parts & Accessories Ltd, a TVS Group Company and Chemfab Alkalis Limited, a TEAM Group Company and was actively involved in all Secretarial activities like compliance relating to Listing Agreement and SEBI Regulations, Companies Act compliances, RBI FEMA compliances, Conducting Board, Committee and General Meetings and handling investor correspondence. He was also involved in Issue & Listing of Bonus Shares through Stock Exchange and Merger and amalgamation of companies.

Presently, he is working as Company Secretary of Tamilnadu Industrial Development Corporation Limited (TIDCO), a Government of Tamil Nadu Undertaking. He does not hold any shares in the Company and there is no relationship between the Directors inter-se.

Membership / Chairmanship of Committees of other Boards: NIL