

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 FIRST ANNUAL GENERAL MEETING** of the Members of Southern Petrochemical Industries Corporation Limited will be held at 2:30 PM (IST) on Friday, 30th September 2022 through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

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

"RESOLVED THAT

- a. The audited standalone financial statement of the Company for the year ended 31st March 2022 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 2022 and the Report of the Auditors thereon;

be and are hereby received and adopted."

2. Declaration of Dividend

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

"**RESOLVED THAT** as recommended by the Board of Directors, a dividend of Re. 0.50 per equity share on 20,36,40,336 equity shares of Rs. 10/- each, fully paid-up, (subject to rounding off and withholding tax) be and is hereby declared out of the profits of the Company for the year ended 31st March 2022 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 30th September 2022 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 and Central Depository Services (India) Limited, as at the end of business hours on 23rd September 2022."

3. Appointment of Director

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, Director (DIN: 09205529), retiring by rotation, eligible for re-appointment and having offered herself for

re-appointment be and is hereby re-appointed as Director of the Company."

4. Appointment of Statutory Auditors

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

"**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, M/s. MSKA & Associates, Chartered Accountants, Chennai (Firm Registration No. 105047W), be and are hereby re-appointed as Statutory Auditors of the Company for a period of five years from the Financial Year 2022-23 and to hold Office from the conclusion of this 51st Annual General Meeting until the conclusion of the 56th Annual General Meeting of the Company on a remuneration of ₹24 lakh plus out of pocket expenses and applicable taxes for audit and related services, for each year.

RESOLVED FURTHER THAT the Board of Directors is hereby authorised to revise the remuneration of the Statutory Auditors from time to time during their term taking into account the scope and volume of service and other aspects as it deems appropriate."

SPECIAL BUSINESS:

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

"**RESOLVED THAT** Ms. A.R.Rajalakshmi, (DIN:09213839), 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."

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV of the Act and Regulations 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the appointment of Mr. T K Arun, (DIN: 02163427) as an Independent Director of the Company and to hold office for a period of five years from 11th November 2021 be and is hereby approved."

7. 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 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 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 2023, 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.”

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

“**RESOLVED THAT** approval be and is hereby accorded pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) (including any statutory modification(s) or re-enactment thereof for the time being in force) for the transaction

entered into with M/s. AM International Holdings Private Limited, Singapore, a related party, in the ordinary course of business at arm's length basis during the year 2021-22 for availing ₹180 crores (Rupees one hundred and eighty crores only) by way of External Commercial Borrowings considered to be material under proviso to Regulation 23(1) of LODR.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and 198, and other applicable provisions of the Companies Act, 2013, read with relevant Rules and Schedule (including any statutory modification(s) or 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 2021-22 at the rate of ₹1 lakh per meeting of the Board attended by them, besides the sitting fees being paid for attending each Board Meeting.”

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

Place: Chennai
Date: 10th August 2022

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.02/2022 dated 5th May 2022 and SEBI vide Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 (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 51st 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 2022 to 30th September 2022 (both days inclusive).
- c. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (the Act) in respect of items 4 to 9 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.

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.

- 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 - Refer note h. 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.

- 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 2021-22 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/Registrars and Share Transfer Agents. The hard copy of full Annual Report of the Company shall be sent to the shareholders on request.

- l. 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 www.nseindia.com, and CDSL 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, 23rd September 2022, 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.

Payment of dividend and withholding tax thereon:

- p. The dividend for the year 2021-22 upon declaration at the AGM, would be paid on 26th October 2022, as below:

- i. In respect of shares held in physical form, to those Members whose names appear on the Register of Members on 30th September 2022; 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 23rd September 2022.

- q. Dividend is taxable in the hands of the recipient from 1st April 2020. The Company is required to deduct tax at source from dividend. Accordingly dividend would be paid net of TDS @ 20% if the Member has not provided his/her valid PAN and @ 10% in other cases.

- r. Tax Deduction would be PAN based and so in the case of multiple holding by the same first named person, dividend amount would be aggregated for determining the rate of TDS.

- s. If the Member

- i. is a resident individual and the amount of dividend does not exceed Rs. 5,000 or furnishes a declaration in Form 15G/15H, no tax will be deducted.
- ii. is a Non Resident or a 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 FIs, 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.

- t. The aforesaid Forms / declarations may be submitted through the Web-portal of the via <https://investors.cameoindia.com> and other documents mentioned above by email to investor@cameoindia.com/ shares.dep@spic.co.in before 25th September 2022 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 25th September 2022.
- u. 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 depositories. In case electronic payment is not possible, the bank account details, if available will be printed on the warrant/other payment instrument. The Company is not permitted to entertain any request for deletion or change of such bank details.
- v. 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 may update their bank account with Cameo Corporate Services Limited (RTA) by submitting Form ISR-1 on or before 30th September 2022 for receiving the dividend electronically. Where bank account details are not available, the Company shall dispatch the dividend warrants to the respective shareholders by post to their registered address.

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 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.

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	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KFINTTECH/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

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

- The voting period begins on Tuesday, 27th September 2022 at 9:00 AM (IST) and ends on Thursday, 29th September 2022 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 2022 may cast their vote electronically. The e-voting module shall be disabled by the Scrutinizer for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote during the Meeting.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 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.

- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/ P/2020/242 dated December 9, 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.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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.</p> <p>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</p> <p>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.</p>
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 & 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

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

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 022-23058738 and 022-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

- 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.

- (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 **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) 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 should be mailed to 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, 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 on 23rd September 2022 to 5:00 PM on 27th September 2022.
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 2022 by email to shares.dep@spic.co.in in mentioning their name, demat account number/folio number and mobile number. These queries will be responded 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. 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.

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

1. For shares held in physical mode – Refer point h. above to this Notice and send the duly filed form by email / post to the RTA.
2. For share held in Demat mode – 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 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, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call o 22-23058542/43.

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.4 to 9 of the Notice convening the 51st AGM:

ITEM NO. 4:

M/s. MSKA & Associates, Chartered Accountants, Chennai (Firm Registration No. 105047W), were appointed as Statutory Auditors at the 46th Annual General Meeting ('AGM') of the Company held on 26th July 2017 and to hold office from the conclusion of the 46th AGM till the conclusion of this 51st AGM of the Company. They are eligible for re-appointment for a second term as per Section 139(9) of the Companies Act 2013 (the Act) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). Taking into consideration the performance of the Statutory Auditors during their present tenure, their credentials as a reputed firm with wide range of services which includes Audit & Assurance, Taxation and Accounting Advisory, the Audit Committee at their meeting held on 27th May 2022 had recommended the re-appointment

for a second consecutive term of five years from the conclusion of 51st AGM till the conclusion of 56th AGM of the Company at a remuneration of ₹24 Lakhs plus out of pocket expenses and applicable taxes for audit and related services, for each year. The Board of Directors be further authorised to revise the remuneration of the Statutory Auditors from time to time during their term taking into account the scope and volume of service and other aspects as it deems appropriate.

M/s. MSKA & Associates have given their consent for their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder. The Board recommends the Ordinary Resolution set forth at Item No.4 of the Notice for approval by the Members. The above said information is furnished as required under Regulation 36(5) of LODR.

Memorandum of Interest:

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposal.

ITEM NO. 5

The Board of Directors vide Circular Resolution dated 27th July 2022 on the recommendation of the Nomination and Remuneration Committee had appointed Ms. A.R Rajalakshmi, (DIN: 09213839), nominee of Tamil Nadu Industrial Development Corporation Limited (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. A R Rajalakshmi as Director for approval by the Members of the Company as set out in Item No. 5 of the Notice.

Memorandum of Interest:

Except Ms. A R Rajalakshmi and her relatives and Ms. Vandana Garg IAS Nominee Director of TIDCO, none of the Directors, Key Managerial Personnel of the Company is interested in this Resolution.

ITEM NO. 6

The Board of Directors, at their Meeting held on 11th November 2021 on the recommendation of Nomination and Remuneration Committee had appointed Mr. T K Arun (DIN: 02163427) as Independent Director for a period of five years from 11th November 2021 pursuant to applicable provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR) subject to the approval of the Shareholders. Prior to that he was a Non-Executive Non-Independent Director. In the opinion of the Board, pursuant to proviso to Section 152 (5) of the Act, and LODR, Mr. T K Arun fulfils the conditions specified in the Act, and Rules made under for appointment as an Independent Director of the Company and is independent of the Management. Consent has been received from Mr. T K Arun to hold Office as Independent Director of the Company. Notice proposing his candidature has been received as required 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. Hence the Special Resolution, for approval by the Members of the Company as set out in Item No. 6 of the Notice.

Memorandum of Interest:

Except Mr. T K Arun and his relatives, none of the Directors, Key Managerial Personnel of the Company is interested in this Resolution.

ITEM NO. 7

The Board of Directors, at their Meeting held on 27th May 2022 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 2023 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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March 2023.

Memorandum of Interest:

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

ITEM NO. 8

During the financial year 2021-22, the Company had availed loan of ₹179.08 crores by way of External Commercial Borrowings from M/s. AM International Holdings PTE. LTD., Singapore, a Related Party in the ordinary course of business and at arm's length basis. The transaction is considered material pursuant to Regulation 23 of the Listing Regulations and hence the proposed Ordinary Resolution seeking approval of the Members. Prior approval of the Audit Committee was obtained and then the Board of Directors had approved the borrowings as required under the Company's Policy on Related Party Transactions. As per Listing Regulations, all the Related Parties shall not vote to approve the transaction irrespective of whether the entity is a party to the particular transaction or not. AM International Holdings PTE. LTD., Singapore, do not hold any shares in the Company.

Justification for why the proposed transaction is in the interest of the listed entity: The transaction is executed to meet the CAPEX requirements of the Company. The Company has been looking for financial support from Banks and Financial Institutions for meeting the CAPEX. The terms were not very favourable and were insisting on security. The present facility was at a reasonable rate of interest and without security. Rate of Interest: 9.10% payable in quarterly intervals commencing from March 2022. Tenor – 15 months commencing from the date of drawdown. Repayment – To commence from 24th February 2023.

Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: Not applicable

A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders: Not applicable

The Board recommends the Ordinary Resolution seeking consent of the Members as set out at Item No.8 of the Notice for having entered into transaction with a Related Party.

Memorandum of Interest

Except Mr. Ashwin C Muthiah, Chairman and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution.

ITEM NO. 9

At present the Non-Executive Directors of SPIC (including Independent Directors) are paid sitting fee of ₹1 lakh per meeting of the Board attended. Considering the improved performance of the Company and the contribution by the Non-Executive Directors (NEDs) during the Meetings, it is considered necessary to remunerate the NEDs besides the sitting fee of ₹1 lakh paid for attending each Board Meeting.

The Board of Directors at their Meeting held on 27th May 2022 based on the recommendation of the Nomination and Remuneration Committee, considered and approved the proposal to pay remuneration to Non-Executive Directors (including ID's) of the Company for the FY 2021-22. The Board recommends the Special Resolution in relation to the payment of remuneration to Non-Executive Directors (including ID's) of the Company for the FY 2021-22

for approval by the Members of the Company as set out in Item No. 9 of the Notice. In respect of sitting fees payable to Nominee Directors of Tamil Nadu Industrial Development Corporation (TIDCO), the payment will be made to TIDCO.

Memorandum of Interest:

All the Non-Executive Directors (Including Independent Directors) and their relatives are interested in this resolution. None of the 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: 10th August 2022

M B Ganesh
Secretary

Details of the Directors seeking appointment/re-appointment at the 51st Annual General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Ms. Vandana Garg, IAS

Ms. Vandana Garg, IAS (DIN: 09205529) is a 2017 batch IAS Officer, who has held many key positions in various departments in the Government of Tamil Nadu.

Presently, Ms. Vandana Garg is the Executive Director, Tamil Nadu Industrial Development Corporation Limited (TIDCO). Earlier had served as the Assistant Secretary in Social Justice and Empowerment, Government of India, Assistant Collector (Trg), Salem District and sub-collector Tirupathur District. She does not hold any shares in the Company and there is no relationship between the Directors inter-se. She is also a Director of M/s. Tanflora Infrastructure Park Limited; Tamil Nadu Power Finance and Infrastructure Development Corporation Limited; TIDEL Neo Limited; Tiruchirapalli Engineering and Technology Cluster; TIDEL Park Limited; Tamil Nadu Trade Promotion Organisation; Tamil Nadu Centre of Excellence for Advanced Manufacturing. She is a Member of Audit Committee of Tamil Nadu Trade Promotion Organisation.

Ms. A R Rajalakshmi

Ms. A R Rajalakshmi (DIN: 09213839), a qualified Chartered Accountant from Institute of Chartered Accountants of India with more than 22 years of experience in Treasury Department is presently working as Chief General Manager (Finance) of TIDCO, a Government of Tamil Nadu Enterprise. She does not hold any shares in the Company and there

is no relationship between the Directors inter-se. She is also a Director of SKM Egg Products Export India Limited; Tamil Nadu Salt Corporation Limited; and Chennai Aerospace Park Limited. Membership / Chairmanship of Committees of other Boards: NIL

Mr. T K Arun

Mr. T K Arun (DIN: 02163427) was a Nominee Director representing TIDCO from 2009 to 2017 and he resigned in November 2017, upon his superannuation from TIDCO. In order to benefit from his vast knowledge and experience on various corporate issues, governance matters and acquaintance with the Company, he was appointed by the Company as a Non-Executive Director in February 2018 under Non-Independent category.

However, as he was a KMP of TIDCO, one of the Promoters and also Associate of Manali Petrochemicals Limited (MPL), there were regulatory restrictions on his taking up a position as Independent Director in the Company for 3 years, post his retirement. After the said cooling off period he was inducted as an Independent Director of the Company. He is also an Independent Director of MPL and does not hold any shares in the Company. There is no relationship between the Directors inter-se. He is Chairman of Stakeholders Relationship Committee and Member of Risk Management Committee of MPL.