

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

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE of Postal Ballot is hereby given pursuant to Section 110 of the Companies Act, 2013, as amended (hereinafter referred to as "the Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), General Circular No. 3/2022 dated 5th May 2022 issued by Ministry of Corporate Affairs, Government of India and other applicable laws, Regulations and MCA Circulars, seeking approval of the Shareholders of the Company through remote electronic voting (Remote E-voting) only, on the resolution set out herein:-

SPECIAL BUSINESS

Appointment of Ms. Jayashree Muralidharan, IAS (DIN: 03048710), as Director representing TIDCO.

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

"RESOLVED THAT Ms. Jayashree Muralidharan, IAS (DIN: 03048710), Nominee Director of Tamilnadu Industrial Development Corporation Limited, pursuant to Section 152(2), 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."

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

Place : Chennai
Date : 3rd November 2022

M B Ganesh
Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts is annexed hereto.
2. The Ministry of Corporate Affairs vide their General Circular No. 3/2022 dated 5th May 2022 has permitted companies to convene Extraordinary General Meetings and passing of Resolutions through Postal Ballot by e-voting. According, the Company is conducting this Postal Ballot as per framework prescribed in the MCA Circulars.
3. The Notice of Postal Ballot is being sent by e-mail only to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 18th November 2022 ("the Cut-off Date") and who have registered their e-mail address in respect of electronic holdings with the depositories and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited (RTA). Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members for this Postal Ballot.
4. The Notice will be available on the website of the Company <https://www.spic.in/investors/postal-ballot/>; National Stock Exchange www.nseindia.com, and CDSL www.evotingindia.com.
5. In terms of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") as amended, the Company is pleased to provide

remote e-voting facility to all the Members of the Company. The Company has appointed Central Depository Service Limited (hereinafter referred to as "Service Provider") to facilitate the Members to cast their votes electronically (hereinafter referred to as the "Remote e-voting"). The instructions to Shareholders for Remote E-Voting are provided as part of this Postal Ballot Notice.

6. The Remote e-voting period begins on 30th November 2022 (9:00 AM IST) and ends on 29th December 2022 (5:00 PM IST). The Remote e-voting module shall be disabled by the scrutinizer for voting thereafter. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically.
7. The Board of Directors have appointed M/s. B Chandra & Associates, Practising Company Secretaries, Chennai as the Scrutinizer to scrutinize the Remote E-voting in a fair and transparent manner.
8. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit their report to the Chairman/Company Secretary or any other authorized personnel of the Company who shall countersign the same.
9. The results of the Postal Ballot will be announced within two working days (not exceeding 3 days) of conclusion of this Postal Ballot. The said results would be displayed at the Registered Office of the Company and on its website www.spic.in and on the website of Central Depository Services Limited www.evotingindia.com. The results shall simultaneously be intimated to the National Stock Exchange of India Limited where the shares of the Company are listed.

Members holding shares in physical form are advised to update / modify any information relating to shares held in physical form. Kindly 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.

Members holding shares in dematerialisation mode may kindly 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 INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 30th November 2022 (9:00 AM IST) and ends on 29th December 2022 (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, the 18th November 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting 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 Depository	<p>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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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, so that the user can visit the e-Voting service providers' website directly.</p>
	<p>3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</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. 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 Depository	<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.</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.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.
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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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in **physical mode and non-individual shareholders in demat mode.**

- (iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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)	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. • 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (viii) Click on the EVSN for the relevant Southern Petrochemical Industries Corporation Limited on which you choose to vote.
 - (ix) 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.
 - (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xi) 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.
 - (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xiv) 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.
 - (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
 - (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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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, (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
- 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 or call at toll free no. 1800 22 55 33

ANNEXURE TO THE NOTICE OF POSTAL BALLOT

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

The Board of Directors of the Company at their Meeting held on 3rd November 2022 based on the recommendations of Nomination and Remuneration Committee had appointed Ms. Jayashree Muralidharan, IAS (DIN: 03048710), nominee of Tamil Nadu Industrial Development Corporation Limited (TIDCO) as Additional Director of the Company pursuant to Section 161 of the Act. As the appointment has been recommended by the Nomination and Remuneration Committee, the requirement of deposit is not applicable.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, effective from January 1, 2022, the Company is required to ensure that approval of shareholders for appointment of a person on the Board of Directors is obtained at the next general meeting or within a time period of three months from

the date of appointment, whichever is earlier. As we do not anticipate a General Meeting in the next three months, approval of the Shareholders is being sought now by Postal Ballot.

Accordingly, the Board recommends the Ordinary Resolution in relation to the appointment of Ms. Jayashree Muralidharan, IAS as Director on the Board for approval by the Members of the Company as set out in the Notice of Postal Ballot.

Memorandum of Interest:

Except Ms. Jayashree Muralidharan, IAS, the appointee, Ms. A R Rajalakshmi & Ms. Vandana Garg, IAS being Nominee Directors of TIDCO, none of the Directors / Key Managerial Personnel or their relatives of the Company are interested in this Resolution.

Details of Ms. Jayashree Muralidharan, IAS Director seeking appointment

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Ms. Jayashree Muralidharan, IAS

Ms. Jayashree Muralidharan, IAS, is a 2002 batch IAS Officer, who has held many key positions in various departments in the Government of Tamil Nadu. Presently, she is the Managing Director of Tamilnadu Industrial Development Corporation Limited.

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. Tamilnadu Petroproducts Limited; Titan Company Limited; Electronics Corporation of Tamilnadu Limited; Tidel Park Coimbatore Limited; CBIC Ponneri Industrial Township Limited; Tamilnadu Industrial Development Corporation Limited; HLL Medipark

Limited; State Industries Promotion Corporation of Tamilnadu Limited; Tidel Park Limited; Marine Infrastructure Developer Private Limited; Tamilnadu Trade Promotion Organisation; Tamil Nadu Centre of Excellence for Advanced Manufacturing. Membership / Chairmanship of Committees of other Boards: NIL

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

Place : Chennai
Date : 3rd November 2022

M B Ganesh
Secretary