

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. 11 /2022 dated 28th December 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 resolutions set out herein:-

SPECIAL BUSINESS

Re-appointment of Mr. S Radhakrishnan (DIN: 00061723) as Independent Director of the Company.

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made there under 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), 17(1A), (1C) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. the re-appointment Mr. S Radhakrishan (DIN: 00061723) as Independent Director of the Company for a further period of five years from 7th February 2023 during which term he will attain the age of 75 years and continue to hold office, be and is hereby approved."

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

Place : Chennai M B Ganesh
Date : 10th February 2023 Secretary

NOTES:

- 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, along with information as required under Schedule V of the Act setting out the material facts and reasons there to and information specified under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") is annexed hereto.
- 2. The Ministry of Corporate Affairs (MCA) vide their General Circular No. 11 / 2022 dated 28th December 2022 has permitted companies to convene Extra-ordinary 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 in 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 24th February 2023 (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.



- 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 1st March 2023 (9:00 AM IST) and ends on 30th March 2023 (5:00 PM IST). The Remote E-Voting module shall be disabled by CDSL for voting thereafter. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date may cast their vote electronically.
- The Board of Directors have appointed M/s. B Chandra & Associates, Practising Company Secretaries, Chennai as the Scrutinizer to scrutinize the Postal Ballot / Remote E-Voting in a fair and transparent manner.
- After completion of the scrutiny of the electronic votes, the Scrutinizer will submit their report to the Chairman/ Whole-time Director / 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 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 INTRUCTIONS 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 1st March 2023 (9:00 AM IST) and ends on 30th March 2023 (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 24th February 2023 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 above said 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	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 CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.	
	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. 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.	

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.

Individual
Shareholders
holding
securities in
demat mode
with NSDL
Depository

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.nsdl.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.

- 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl. 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.
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.

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.

- 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,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 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	Enter the Dividend Bank Details or		
Details	Date of Birth (in dd/mm/yyyy format) as		
OR	recorded in your demat account or in		
Date of Birth	the company records in order to login.		
(DOB)	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 mandatorily 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 directly 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 present term of Mr. S Radhakrishan as Independent Director of the Company ended on 6th February 2023. In terms of Section 149 and other applicable provisions of the Companies Act 2013 (the Act) and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, herein after referred to as LODR. Mr. S Radhakrishan is eligible for re-appointment as Independent Director for the second term of five years.

In the opinion of the Board, Mr. S Radhakrishan fulfils the conditions specified in the Act and the LODR for his re-appointment as an Independent Director of the Company and is independent of the Management. Consent has been received from Mr. S Radhakrishan to act as Independent Director of the Company. Notice proposing his candidature has been received under Section 160 of the Act.

JUSTIFICATION FOR CONTINUATION OF THE DIRECTORSHIP OF MR. S RADHAKRISHAN IS STATED BELOW:

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Board of Directors, noted that Mr. S Radhakrishnan has performed his duties and roles as per the statutory requirement, has been transparent, frank in raising pertinent questions in the context of proposals discussed in the Meetings, has extensive knowledge and experience all of which has benefitted the Company recommended the re-appointment as Independent Director for a second term of 5 years. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director of the Company. The Board of Directors had appointed the said Director as Additional Director (in the capacity of Independent Director) under Section 149 and 161 of the Act vide Resolution dated 17th January 2023 based on the recommendation of the Nomination and Remuneration Committee and has decided to recommend to the shareholders his re-appointment for a second term of 5 years from 7th February 2023. Mr. Radhakrishnan who is 72 years of age will attain

the age of 75 during his second term if appointed. Pursuant to the Regulation 17(1A) of the LODR, a listed entity shall not continue the directorship of a non-executive director beyond the age of 75 years unless a Special Resolution is passed to that effect.

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 re-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. Approval of the Shareholders is being sought now by Postal Ballot to be conducted in accordance with MCA Circulars.

Accordingly, the Board recommends the Resolution in relation to the re-appointment of Mr. S Radhakrishan as Independent Director, for approval by the Members of the Company by passing a Special Resolution pursuant Section 149 (10) of the Act and Regulation 17 (1A), 17 (1C) and 25 of LODR as set out in the Notice.

BRIEF PROFILE OF MR. S RADHAKRISHNAN

Mr. S Radhakrishnan (DIN: 00061723) aged about 72 years is a Mechanical Engineer from Madras University. He joined SPIC in 1973 and retired from SPIC as Director (Fertilizer & SMO) in 2008. He has a combined experience of over 45 years in the areas of Engineering, Procurement, Construction, Commissioning, Operation, Maintenance, Inspection, Technical Services, Project Execution & Management and Contracting in Power, Oil & Gas, Chemical & Petrochemical, Fertilizer and other industrial sectors in India, Middle East and Singapore. He has over 20 years of experience in holding key management position as General Manager (Arochem), Technical Director (SPIC Petrochemicals Limited), Chief Operating Officer (SPIC SMO), Director (Fertilizer Business – SPIC) and Managing Director (Gulf SPIC Kuwait) and CEO (EDAC Engg Singapore).

He has held Directorship in Technip India Limited – India, Indo Jordan Chemicals Limited – Jordan, Industries Chimiques Du Senegal S.A – Senegal,



Fertilizer Association of India, National Aromatics and Petrochemicals Corporation Limited – India SPIC Petrochemicals Limited – India, EDAC Automation Limited – India, EDAC staffing Solutions private limited – India and EDAC Engineering (S) Private Limited, Singapore and EDAC Universe Pvt Limited – Singapore.

He also holds accreditation as Associate faculty of risk management conferred by British Safety council, London. He has to his credit as one of the Top 100 Powerful CEOs in India during the year 2011, published by the Corporate Dossier of Economic Times of India.

The said experience, exposure and findings of the evaluation of Mr. Radhakrishnan by the Board of Directors during his first term as Independent Director, that he is transparent, has extensive knowledge and experience would demonstrate that he has the skills and capabilities required, befitting his role and hence had considered him for re-appointment as Independent Director, as set out in the Explanatory Statement to this Notice.

Memorandum of Interest:

Except Mr. S Radhakrishan, Director and his Relatives, none of the Directors, Key Managerial Personnel or their Relatives of the Company is interested in this Resolution.

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

Place : Chennai M B Ganesh
Date : 10th February 2023 Secretary



Details of Mr. S. Radhakrishnan Independent Director seeking re-appointment

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

1	Name	Mr. S Radhakrishnan (DIN: 00061723)
2	Age	72
3	Nationality	Indian
4	Qualifications	
5	Brief resume of the Director	
6	Nature of expertise in specific	Details furnished in the explanatory statement.
	functional areas	
7	Terms and conditions of Appointment	
8	Details of Remuneration	Within the limits prescribed under the Act. (Non-Executive Independent Director)
9	Remuneration last drawn	For the year 2021-22, a Remuneration of Rs. Five lakh was paid for attending the Board Meetings with in the limits prescribed under Companies Act, 2013 and in accordance with the approval given by the Members of the Company pursuant to Section 197 & 198 of the Act.
10	Date of first appointment on the Board	Mr. S Radhakrishnan was first appointed as an Additional Director under Independent Director category by the Board of Directors on 7th February 2018 and Members approved the appointment for the first term as an Independent Director for a period of 5 years w.e.f. 7th February 2018.
11	Disclosure of relationships between directors inter-se and with other Key Managerial Personnel of the company	Mr. S Radhakrishnan is not related to any of the Directors and Key Managerial Personnel of the company.
12	Number of Meetings of the Board attended during theyear	He has attended all the 4 Board meetings held till date.
13	Names of listed entities/other	Directorship in Listed entities:
	Companies in which the personal so holds the directorship and the	a. Sicagen India Limited
	membership of Committees of the board	OtherCompanies–Directorships
board		a. South India House Estates and Properties Limited b. Rivolu Software Private Limited c. Wilson Cables Pte Limited, Singapore
		Membership of Committees of the board
		(i) Sicagen India Limited a. Audit Committee b. Nomination and Remuneration Committee (Chairperson)
		(ii) South India House Estates and Properties Limited a. Audit Committee b. Nomination and Remuneration Committee (Chairperson)
14	Listed entities from which the person has resigned in the past three years	Nil
15	Shareholding in the Company	Holds 450 equity shares.