

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 SECOND ANNUAL GENERAL MEETING** of the Members of Southern Petrochemical Industries Corporation Limited will be held at 2:30 PM (IST) on Wednesday, 27th September 2023 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 2023 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 2023 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 Rs. 1.50 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 for the year ended 31st March 2023 and the same be paid:

i. In respect of shares held in physical form, to those Members whose names appear on the Register of Members on 27th September 2023 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 20th September 2023."

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. Jayashree Muralidharan, IAS,

Director (DIN: 03048710), 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."

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. E Balu (DIN: 08773795) pursuant to provisions of Section 152, 160 and applicable provisions if any of the Companies Act, 2013 and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT Mr. C Samayamoorthy IAS, (DIN: 06852346), 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 Nominee Director of the Company representing Tamilnadu Industrial Development Corporation Limited, liable to retire by rotation."

6. 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 Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the Act), the Rules made thereunder read with Schedule-V (including any statutory modification or re-enactment thereof), Article 157(b) of the Articles of Association of the Company and other approvals, as may be necessary, consent of the Company be and is hereby accorded to the appointment of Mr. E Balu, (DIN: 08773795) as Whole-time Director of the Company for a period of three years from 30th July 2023, on the following terms and conditions:

REMUNERATION:

- | | | |
|----|-----------------|--------------------|
| a. | Basic Salary, | Rs. 46.90 lacs p.a |
| | Allowances and | |
| | Perquisite | |
| b. | Performance pay | Rs. 9.75 lacs p.a. |

- c. Contribution to Rs. 8.35 lacs p.a.
Provident, NPS and
Gratuity
- d. In addition to the above,
 - i. Provide telephone and other communication facilities to the incumbent for official use in relation to the discharge of his duties and responsibilities.
 - ii. Reimburse actual entertainment and travelling expenses incurred by the incumbent in connection with Company's business and shall not be treated as perquisites or benefits.
- e. Leave eligibility and encashment of leave shall be as per the Service Rules of the Company.

Minimum Remuneration:

In the event of inadequacy or absence of profits during the term of the Agreement, the Whole-Time Director shall be entitled to the aforesaid remuneration as the minimum remuneration and the same shall be subject to the provisions of the Companies Act, 2013 and other applicable laws or such other approvals, as may be required under the relevant laws.

"RESOLVED FURTHER THAT in the event of any statutory amendment, modifications or relaxation by the Central Government to Schedule V of the Companies Act, 2013, during the term of appointment of Mr. E Balu, the Board of Directors be and are hereby authorized to vary or increase the remuneration (including the minimum remuneration approved by the Nomination and Remuneration Committee), i.e. the remuneration within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Company and Mr. E Balu, be suitably amended to give effect to such amendment, modification or relaxation, subject to such approvals as may be required by law."

- 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 2024, 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 **ORDINARY RESOLUTION:**

"RESOLVED THAT approval be and is hereby accorded, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), for the transactions (whether an individual transaction or transactions taken together or series of transactions or otherwise) to be entered into with AM International Holdings Private Limited Singapore (AMIH), a Related Party, during the financial year 2023-24, by way of execution of Undertaking / providing Letter of Comfort by AMIH in favour of M/s. HDFC Bank Limited along with other banks / financial institutions, in connection with the Term Loan of Rs. 300 crores sanctioned by them to the Company, the aggregate value of which would be in excess of 10% of the annual consolidated turnover as per the Company's last audited financial statements for 2022-23, on such terms and conditions as decided by the Board of Directors/ Audit Committee and also from time to time, provided that the said arrangement(s)/transaction(s) shall be carried out for the benefit of the Company at arm's length basis and in the ordinary course of business of the Company. "

- 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 other applicable provisions of the Companies Act, 2013, read with relevant Rules and Schedule (including any statutory modifications 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 2022-23 at the rate of Rs. 1 lakh per meeting of the Board attended by them, besides the sitting fees paid for attending each Board Meeting."

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

Place : Chennai
Date : 11th August 2023

M B Ganesh
Secretary

NOTES:

- a) The Ministry of Corporate Affairs (MCA) vide their General Circular No. 10/2022 dated 28th December 2022 and SEBI vide Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (collectively referred to as “said 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 52nd 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 21st September 2023 to 27th September 2023 (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 2022- 23 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, and CDSL i.e., www.evotingindia.com.
 - m) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
 - n) The voting rights of Members shall be in proportion to the shares held by the shareholders to the paid-up equity share capital in the Company held as on , 20th September 2023, 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.
- 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 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 FIIs, 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 and declarations may be provided through the Web-portal of the RTA [https:// Investors.cameoindia.com](https://Investors.cameoindia.com). and other documents mentioned above by email to investor@cameoindia.com/ shares.dep@spic.co.in before 22nd September 2023 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 22nd September 2023.
 - 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 27th September 2023 for receiving the dividend electronically. Where bank

Payment of dividend and withholding tax thereon:

- p) The dividend for the year 2022-23 upon declaration at the AGM, would be before 26th October 2023, as below:
 - i. In respect of shares held in physical form to those Members whose names appear on the Register of Members on 27th September 2023; 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 20th September 2023.
- 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

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.

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

- (i) The voting period begins on Sunday, the 24th September 2023 at 9:00 AM (IST) and ends on Tuesday, the 26th September 2023 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 20th September 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the Meeting.
- (iii) 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.

- (iv) 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 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 022- 23058738 and 22-23058542-43.
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

(v) Login method for e-Voting and joining virtual meetings 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	<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 the relevant **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 20th September 2023 to 5:00 PM on 24th September 2023.
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 24th September 2023 by email to shares.dep@spic.co.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 Physical shareholders- Refer point h. above to this Notice and send the duly filed form by email / post to the RTA.
2. For Demat shareholders - 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 (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, (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 022-23058542/43.

**Annexure to Notice
EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

The following Explanatory Statement sets out the material facts on subjects referred to in Item Nos.4 to 9 of the Notice convening the 52nd AGM:

ITEM No. 4

The Board of Directors of the Company at its Meeting held on 4th July 2023 on the recommendation of Nomination and Remuneration Committee at the meeting held on 4th July 2023 had appointed Mr. E Balu (DIN: 08773795) as Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 (the Act) w.e.f. 30th July 2023 and to hold office upto the date of this AGM or 3 months whichever is earlier. Proposal has been received for his appointment as a Director of the Company under Section 160 of the Act. As the appointment has been recommended by the Nomination and Remuneration Committee, the requirement of deposit is not applicable. The Board recommends the Ordinary Resolution in relation to the appointment of Mr. E Balu (DIN: 08773795) as Director, liable to retire by rotation for approval by the Members of the Company as set out in Item No. 4 of the Notice.

Memorandum of Interest:

Except Mr. E Balu and his Relatives, none of the other Directors, Key Managerial Personnel and their Relatives of the Company are interested in this Resolution.

ITEM No. 5

The Board of Directors at their Meeting held on 11th August 2023 on the recommendation of the Nomination and Remuneration Committee at the meeting held on 1st August 2023 had appointed Mr. C Samaymoorthy, IAS (DIN: 06852346), nominee of TIDCO as Additional Director of the Company pursuant to Section 161 of the Act, and to hold office upto the date of this AGM. Notice proposing his candidature has been received from TIDCO under Section 160 of the Act. As the appointment has been recommended by the Nomination and Remuneration Committee, the requirement of deposit is not applicable. The Board recommends the Ordinary Resolution in relation to the appointment of Mr. C Samaymoorthy, IAS as Director, liable to retire by rotation for approval by the Members of the Company as set out in Item No. 5 of the Notice.

Memorandum of Interest:

Except Mr. C Samaymoorthy, IAS and his relatives, Ms. Jayashree Muralidharan, IAS and Dr. V Jaya Chandra Bhanu Reddy, IAS, Nominee Directors of TIDCO, none of the Directors, Key Managerial Personnel of the Company is interested in this Resolution.

ITEM No. 6

The Board of Directors of the Company at their Meeting held on 7th July 2023 based on the recommendations of Nomination and Remuneration Committee, at its Meeting held on 4th July 2023, approved the proposal of appointment of Mr. E Balu as Whole-time Director of the Company for a period of 3 years from 30th July 2023, on the terms and conditions subject to the approval of the shareholders. In terms of Article 157(b) of Articles of Association of the Company and Section 196, 197, 203 and other applicable provisions if any of the Act, approval of Members is now sought for his appointment and payment of remuneration.

Statement pursuant to Clause (IV) of second proviso to Paragraph B of Section II of part II of Schedule V to the Act

A. General Information:

1. Nature of Industry: The Company is primarily engaged in manufacture and sale of Urea.
2. Year of commencement of commercial production: The commercial production of Urea, the main product of the Company, commenced during 1975.
3. Financial performance: The following are the results of the Company during the last three years.

₹ in Crores

Financial parameters	2020-21	2021-22	2022-23
Total Income	1555.59	1898.31	2849.45
Net Profit / (Loss) (as per P&L a/c)	51.85	140.43	284.44
Rate of Dividends Declared	Nil	5%	*15%
Amount of Dividend paid	Nil	10.18	30.54

* Subject to approval of shareholders in the 52nd Annual General Meeting.

B. Information about the Appointee

I. Background details:

Mr. E Balu aged about 56 years, is a Bachelor of Engineering from Bharathiar University and also holds a Master's Degree in Business Administration from Alagappa University. He joined Southern Petrochemical Industries Corporation Limited (SPIC) as an EMS trainee on 1st May 1991. During the year 2011, he was transferred to be on the roles of (Greenstar Fertilizers Limited). He has over 32 years of technical experience in operating the Fertilizer Plants of SPIC and Greenstar and Project implementation.

II. Past Remuneration: Not applicable as this is the first appointment of Mr. E Balu as a Whole-time Director of the Company.

III. Job profile and his suitability:

The duties and responsibilities of Mr. E Balu would as follows:

- a) Attending to day to day functions of the Company.
- b) Handling all technical and project activities of the company
- c) Be responsible for driving the business and other goals set by the Board.

His wide experience in fertilizers and chemical industries, association with the Company for many years in the past, is essential to complete several developmental projects under progress which would help in sustaining the growth of the Company.

IV. Remuneration payable and the terms for appointment of Mr. E Balu, as the Whole-time Director of the Company is given in the Resolution.

V. Comparative remuneration profile with respect of industry, size of the Company, profile of the position and person: - The proposed remuneration is reasonable with respect to the industry, size of the Company and job profile of the proposed appointee.

VI. Pecuniary relationship, directly or indirectly, with the Company / relationship with managerial personnel, if any: - Mr. E Balu has no pecuniary relationship directly or indirectly, with the Company (except to the extent of the remuneration received / receivable by him from the Company).

VII. His shareholding in the Company is 200 equity shares. (subscribed and allotted based on a preferential offer to the employees by the Company)

VIII. During the year 2022-23 there was no delay in payment of interest to any creditors. Hence, no prior approval from the creditor is required to be obtained for the appointment and payment of remuneration to Mr. E Balu as Whole-time Director.

C. Other Information

Reasons for loss / inadequacy of profit:

Though the Company is making consistent profits for the past three years and wiped out the accumulated losses, the profit as reworked pursuant to Section 198 is still negative in view of huge losses in earlier years.

The Board recommends the Ordinary Resolution in relation to the appointment of Mr. E Balu as Whole-time Director for approval by the Members of the Company as set out in Item No. 6 of the Notice.

Memorandum of Interest:

Except Mr. E Balu, Whole-time Director and his Relatives, none of the Directors, Key Managerial Personnel of the Company and their Relatives is interested in this Resolution.

ITEM No. 7

The Board of Directors, at their Meeting held on 24th May 2023 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 2024 at a remuneration of 1,50,000/- (Rupees One lakh fifty thousand only). plus reimbursement of actual out of pocket expenses, 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 2024.

Memorandum of Interest:

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

ITEM No. 8

M/s. HDFC Bank Limited (HDFC Bank) sanctioned a Term loan of Rs. 300 crores (Facility) to the Company during April 2023 which will be shared by other banks / financial institutions for meeting the Capex towards Revamp of Urea Project at an estimated cost of Rs.450 crores. HDFC Bank require an Undertaking / Letter of Comfort from AM International Holdings Private Limited, Singapore (AMIH) in terms of the Letter of Sanction to meet certain obligations to HDFC Bank or their down selling banks/ financial institutions, to directly or indirectly provide working capital support and to bring in additional funds to meet cost overrun / time overrun; without recourse to the Borrower. HDFC Bank is the first lender sanctioning Term Loan to the Company for Capex after a long gap of more than 10 years and hence they need an Undertaking / Letter of Comfort from an entity where the promoter is interested.

The transaction to approach AMIH to provide the Undertaking / Letter of Comfort was duly approved by the Audit Committee / Board of Directors as required under Listing Regulations and the Policy on Related Party Transactions of the Company. Chairman, the Promoter has been able to take up with AMIH,

a Related Party and having significant influence, to agree to provide the Undertaking / Letter of Comfort. AMIH do not hold any shares in the Company. The successful completion of Revamp will enable the Company to improve the Plant reliability / Plant life effectiveness.

Information as required to be provided under SEBI (Listing Obligation and Disclosure Requirements), 2015 (Listing Regulations) for consideration of RPTs:

Justification for why the proposed transaction is in the interest of the listed entity: The Company has been looking for financial support from Banks and Financial Institutions to fund the Urea Revamp Project. The terms of the Offer from HDFC Bank, considered reasonable, the Company decided to approach AMIH to provide an Undertaking / Letter of Comfort. In this regard it may be noted that any other third party may not be willing to give Undertaking / Letter of Comfort unless they are satisfied with SPIC's financial position. Also the Lender should also be satisfied with the creditworthiness of the third party. No fee is payable by the Company for the Undertaking / Letter of Comfort to be provided by AMIH. The transaction is on arm's length basis and in the ordinary course of business.

Whether 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 commitment of AMIH as per the Undertaking / Letter of Comfort would exceed 10% of the audited consolidated turnover of the Company (10% of Rs. 2,828.81 crores i.e. 282.88 crores). The transaction is therefore considered material pursuant to the Regulation 23 of the Listing Regulations and hence prior approval of the shareholders is sought by an Ordinary Resolution proposed in Item No 8 of the Notice. As per Listing Regulations, the Related Parties shall not vote to approve the transaction irrespective of whether the entity is a party to the particular transaction or not.

The Board recommends the Ordinary Resolution in relation to seeking approval for the material related party transaction, by the Members of the Company as set out in item No. 8 of the Notice.

Memorandum of Interest

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

ITEM No. 9

At present the Non-Executive Directors (including independent directors) of SPIC are paid sitting fee of Rs. 1 lakh per meeting of the Board attended by them. 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 fees of Rs. 1 lakh paid for attending each Board Meeting.

The Board of Directors at their Meeting held on 24th May 2023 based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 22nd May 2023 considered and approved the proposal to pay remuneration to Non-Executive Directors of the Company for the FY 2022-23. In respect of remuneration payable to Nominee Directors of Tamil Nadu Industrial Development Corporation (TIDCO), the payment will be made to TIDCO.

The Board recommends the Special Resolution in relation to the payment of remuneration to Non-Executive Directors (including IDs) of the Company for the FY 2022-23 for approval by the Members of the Company as set out in Item No. 9 of the Notice.

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 are interested in this Resolution

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

Place : Chennai
Date : 11th August 2023

M B Ganesh
Secretary

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

1. Name	Ms. Jayashree Muralidharan, IAS	Mr. E Balu	Mr. C Samayamoorthy, IAS
2. Age	56 years	56 years	53 years
3. Nationality	Indian	India	Indian
4. Qualifications	Ms. Jayashree Muralidharan, I.A.S, 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.	Details as furnished in the explanatory Statement.	Mr. C Samayamoorthy is a 2002 batch I.A.S officer who has held many key positions in various Departments in the Government of Tamil Nadu. Presently, he is the Agricultural Production Commissioner and Secretary, Agriculture and Farmers Welfare Department. Earlier, he served as the Secretary to Government, Transport Department.
5. Brief resume of the Director			
6. Nature of expertise in specific functional areas			
7. Terms and conditions of Appointment			
8. Details of Remuneration	Not applicable	Details as furnished in the explanatory statement.	Not applicable
9. Remuneration last drawn	Not applicable	Details as furnished in the explanatory statement.	Not applicable
10. Date of first appointment on the Board	3 rd November 2022	29 th July 2023	11 th August 2023
11. Disclosure of relationships between directors inter-se and with other Key Managerial Personnel of the company	Ms. Jayashree Muralidharan, IAS is not related to any Directors and other Key Managerial Personnel of the Company.	Mr. E Balu is not related to any Directors and other Key Managerial Personnel of the Company.	Mr. C Samayamoorthy IAS is not related to any Directors and other Key Managerial Personnel of the Company.
12. Number of Meetings of the Board attended during the year	3	1	Nil
13. Name of listed entities / other Companies in which the person so holds the directorship and the membership of Committees of the Board.	1. Titan Company Limited. 2. Tamilnadu Petroproducts Limited Membership of Committees of the Board Titan Company Limited: Stakeholders Relationship Committee, Nomination Remuneration Committee, Executive Committee, Corporate Social Responsibility Committee - Member	Nil	Nil
14. Listed entities from which the person has resigned in the past three years	Nil	Tuticorin Alkali Chemicals and Fertilizers Limited	Nil
15. Shareholding in the Company	Nil	200 Shares (subscribed and allotted based on a preferential offer to employee by the Company)	Nil