



Ref: Secy/NSE

8th April 2026

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051.

Symbol: SPIC

Dear Sir,

Sub: Intimation under Regulation 30 (6) – Notice of Postal Ballot – Providing
copy to the Exchange.

We enclose a copy of the Notice of Postal Ballot dated 23rd March 2026 emailed today to
Members, seeking their approval by Special / Ordinary resolution for the following
Special Business:

1. Appointment of Mr. Manikkan Sangameswaran, (DIN: 00121885) as
Independent Director of the Company for a period of 5 years.
2. Appointment of Mr. K R Anandan, (DIN: 00314502), as a Director of the
Company under Section 160 of the Act.
3. Approval for Appointment and Remuneration of Mr. K R Anandan
(DIN: 00314502) as Whole-Time Director of the Company from 13th February
2026 to 12th February 2029.
4. Payment of Special Incentive to Mr. E Balu, Whole-Time Director
(DIN: 08773795) for the Financial Year 2024-25.

The Company has engaged the services of Central Depository Services Limited
("CDSL") to provide remote e-voting facility to its members. The e-voting period
commences from 09:00 A.M. (IST) on Thursday, 9th April 2026 and ends at
05:00 P.M. (IST) on Friday, 8th May 2026.

We request you kindly to take on record the intimation.

Thanking You,

Yours faithfully,

For Southern Petrochemical
Industries Corporation Ltd.

R Swaminathan
Company Secretary

Encl: a/a

Southern Petrochemical Industries Corporation Limited

(CIN: L11101TN1969PLC005778)

REGISTERED & CORPORATE OFFICE : "SPIC HOUSE", No. 88, Mount Road, Guindy, Chennai - 600 032 India.

Phone : +91 (44) 2235 0245 | E: spiccorp@spic.co.in | Web : www.spic.in



Southern Petrochemical Industries Corporation Limited

(CIN: L11101TN1969PLC005778)

Registered Office: "SPIC House", No. 88, Mount Road, Guindy, Chennai - 600 032.

E-mail: spiccorp@spic.co.in; Website: www.spic.in; Ph:+91(44) 22350245

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs (MCA).

Dear Member(s),

NOTICE of Postal Ballot is hereby given pursuant to Sections 108, 110 of the Companies Act, 2013, as amended (hereinafter referred to as the "Act") read with Rule 20 and 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), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular No. 03/2025 dated 22nd September 2025 issued by Ministry of Corporate Affairs, Government of India ('MCA Circular') and other applicable laws, Regulations and MCA Circulars seeking approval of the Shareholders of the Company through electronic voting (E-Voting) only, for the special business set out hereunder:-

Item No. 1

Appointment of Mr. Manikkan Sangameswaran, (DIN: 00121885) as Independent Director of the Company for a period of five (5) years.

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 (1C), 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Manikkan Sangameswaran (DIN: 00121885) who was appointed as an Additional director of the Company by the Board of Directors effective 13th February 2026 under section 161 of the Act, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a period of five years from 13th February 2026."

Item No. 2

Appointment of Mr. K R Anandan, (DIN: 00314502), as a Director of the Company under Section 160 of the Act.

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 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) & the Rules made thereunder and the Articles of Association of the Company, Mr. K R Anandan (DIN: 00314502) who was appointed as an Additional director of the Company by the Board of Directors effective 13th February 2026 under Section 161 of the Act be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No. 3

Approval for appointment and remuneration of Mr. K R Anandan (DIN: 00314502) as Whole-Time Director of the Company from 13th February 2026 to 12th February 2029.

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 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Article 157(b) of the Articles of Association of the Company and subject to such other approvals as may be required, consent of the members be and is hereby accorded for appointment of Mr. K R Anandan (DIN: 00314502) as Whole-Time Director of the Company on the following terms and conditions:

- a) Period of Appointment : 13th February 2026 to 12th February 2029
- b) Designation : Whole-Time Director (Finance) from 13th February 2026 to 22nd March 2026 and Whole-Time Director from 23rd March 2026 to 12th February 2029.
- c) Basic Salary, Allowances & Perquisites : Rs. 93.12 Lakh p.a.
- d) Performance Pay : Rs. 18 Lakh p.a.
- e) Contribution to Provident Fund, NPS & Gratuity : Rs. 8.88 Lakh p.a.
- f) Minimum Remuneration:
In the event of loss or inadequacy of profits, the aforesaid remuneration shall be 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.

- g) Contribution to Provident and other Funds, gratuity Leave eligibility, encashment of leave and other benefits shall be as per the Service Rules of the Company.
- h) The following shall not be deemed to be remuneration to Mr. K R Anandan (DIN: 00314502):
- Provision of local travel facilities for official use, telephone at residence, mobile phone and other communication facilities.
 - Reimbursement of entertainment expenses and travelling expenses actually incurred for the conduct of the business of the Company, subject to a reasonable ceiling as may be fixed by the Board of Directors from time to time.
 - Other expenses incurred by him in relation to the discharge of duties in relation to the business of the Company.
- i) The term of office of Mr. K R Anandan as a Director of the Company shall be coterminous with his term as a Whole-Time Director, unless otherwise decided by the Board of Directors of the Company.

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. K R Anandan, 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. K R Anandan, be suitably amended to give effect to such amendment, modification or relaxation, subject to such approvals as may be required by law.”

Item No. 4

Payment of Special Incentive to Mr. E Balu, Whole-Time Director (DIN: 08773795) for the Financial Year 2024-25:

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, 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 160 of the Articles of Association of the Company and other approvals, as may be necessary, consent of the Members be and is hereby accorded for payment of special incentive of Rs. 15 Lakhs to Mr. E Balu, (DIN: 08773795), Whole time Director of the Company for the Financial Year 2024-25.”

By Order of the Board of Directors
For Southern Petrochemical
Industries Corporation Limited

R Swaminathan
Company Secretary
(ACS: 17696)

Place: Chennai
Date: 23rd March 2026

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, along with information as required under Schedule V of the Act setting out the material facts and reasons thereto and information specified under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) is annexed hereto.
2. The Ministry of Corporate Affairs (MCA) vide their General Circular No. 03/2025 dated 22nd September 2025 has permitted companies to convene Annual General Meeting, Extra-ordinary General Meetings and passing of Resolutions through Postal Ballot by E-Voting. Accordingly, the Company is conducting this Postal Ballot.
3. The Notice of Postal Ballot is being sent by e-mail only to all the Members, whose names appeared 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 Friday, the 3rd April 2026 (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 Cameo Corporate Services Limited, Registrar and Share Transfer Agent, (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 in line with the exemption provided in the MCA Circulars.
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 SEBI LODR as amended, the Company is pleased to provide E-Voting facility to all the Members of the Company. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-Voting facility, enabling the Members to cast their votes electronically in a secure manner.
6. Detailed guidance for participating in the Postal Ballot through e-Voting is appended to this Notice.
7. The E-Voting period begins on Thursday, the 9th April 2026 (9:00 AM IST) and ends on Friday, the 8th May 2026 (5:00 PM IST). The E-Voting module shall be disabled by CDSL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically.
8. The Board of Directors at their Meeting held on 13th February 2026 have appointed M/s. B Chandra & Associates, Practising Company Secretaries, Chennai as a Scrutinizer to scrutinize the Postal Ballot / E-Voting in a fair and transparent manner.



9. 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.
10. The last date of voting, i.e., Friday, the 8th May 2026 will be taken to be the date of passing of the resolution in this Notice.
11. The results of the Postal Ballot will be announced within two working days (not exceeding three days) of conclusion of this Postal Ballot. The said results would be displayed at the Registered Office of the Company and on its website <https://www.spic.in/investors/postal-ballot/> and on the website of Central Depository Services (India) 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.
12. Members requiring any clarification may contact the Company Secretary at the registered office of the Company at the address given above or through e-mail viz., shares.dep@spic.co.in and spiccorp@spic.co.in or the RTA of the Company through e-mail viz. investor@cameoindia.com and online investor portal viz., <https://wisdom.cameoindia.com/company>
13. Non-Individual Members shall make sure that the Power of Attorney or as the case may be certified copy of the Board Resolution to exercise the voting on behalf of the entity has been duly registered or provided to the Scrutinizer through e-mail: bchandraassociates@gmail.com.
14. 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 21 09911.

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, so that the Notice of Postal Ballot/other communication is duly received.

THE INSTRUCTIONS FOR MEMBERS FOR 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 Thursday, the 9th April 2026 (9:00 AM IST) and ends on Friday, the 8th May 2026 (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, Friday, the 3rd April 2026 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 SEBI LODR, listed entities are required to provide 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 CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) 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 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 & My Easi New (Token) 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 e-voting 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.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 e-Voting period.</p> <p>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</p> <p>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</p>

	<p>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 e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

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 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) <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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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 resolution 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 E-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 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.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
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 Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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 21 09911



ANNEXURE TO THE NOTICE OF POSTAL BALLOT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out the material facts on subjects referred in Item Nos. 1 to 4 of the Postal Ballot Notice:

ITEM No. 1:

The Board of Directors, at their Meeting held on 13th February 2026, on the recommendation of Nomination and Remuneration Committee had appointed Mr. Manikkan Sangameswaran (DIN: 00121885) as Additional Director in the category of Independent Director for a period of five years from 13th February 2026 pursuant to applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). In the opinion of the Board, pursuant to provisions of Section 152 (5) of the Act, and SEBI LODR, Mr. Manikkan Sangameswaran fulfils the conditions specified in the Act, and Rules made thereunder for appointment as an Independent Director of the Company and is independent of the Management. Consent has been received from Mr. Manikkan Sangameswaran to hold Office as an Independent Director of the Company under the provisions of Section 152 of the Companies Act, 2013 and the Rules framed thereunder and also declaration confirming that he is not disqualified/debarred from being appointed as a Director in terms of Section 164 of the Companies Act, 2013/by virtue of any SEBI order or any other such authority.

Notice in writing from a Member proposing his candidature has been received as required under Section 160 of the Act. Since the appointment has been recommended by Nomination and Remuneration Committee, the requirement of depositing Rs. 1 Lakh under Section 160 of the Act is not applicable.

Pursuant to Regulation 17(1C)(a) of the SEBI LODR, approval of Shareholders for appointment of a person on the Board of Directors shall be 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.

The Board recommends the Special Resolution in relation to the appointment of Mr. Manikkan Sangameswaran as Independent Director, for approval by the Members of the Company as set out in Item No. 1 of the Notice.

Memorandum of Interest:

Except Mr. Manikkan Sangameswaran and his Relatives, none of the Directors, Key Managerial Personnel of the Company are interested in this Resolution.

Brief Profile of Mr. Manikkan Sangameswaran:

Mr. Manikkan Sangameswaran aged 57 years is a Mechanical Engineer and holds a Master's Degree in Management Studies from University of Bombay. He also holds MSc in Business Economics from University of Buckingham, UK and Post Graduate Diploma in Securities Laws from Government Law College, Mumbai.



He is an accomplished business leader with nearly three decades of experience across renewable energy, infrastructure, and investment banking. He was the Executive Director & CEO of Radiance Renewables, where he has built India's fastest-growing commercial and industrial renewable energy platform from inception to portfolio of operational and developmental renewable energy assets of 2 GWp capacity with cutting-edge technology, strong ESG/HSE compliance, and award-winning community initiatives. Previously, he held senior leadership roles at ICICI Venture, Babcock & Brown, and ABN AMRO, advising on landmark transactions including Tata Steel's USD 10.2bn Corus acquisition and the Delhi/Mumbai airport privatization.

He is also a proven entrepreneur, founded Origin Renewables and BridgeLink Advisors, and has consistently demonstrated expertise in scaling businesses, raising capital, and driving operational excellence. Recognized as Business Leader of the Year and CEO of the Year in 2024, he combines deep industry relationships, strategic vision, and inspiring leadership with a passion for mentoring startups.

The details as required under Regulation 36 of SEBI LODR, is enclosed as **Annexure I**.

ITEM No. 2 & 3:

Mr. K R Anandan aged 62 years is a qualified Chartered Accountant, Cost Accountant and Company Secretary having more than 33 years' experience in varied sectors including manufacturing, thermal energy, windmills, sugar and distilleries, fertilizers and petrochemicals. He joined the Company as Chief Financial Officer (CFO) on 26th May 2016.

Prior to his current role, he was associated with M/s Greenstar Fertilizers Limited, M/s Tamilnadu Petroproducts Limited (TPL), M/s Tuticorin Alkali Chemicals and Fertilizers Limited (TFL), M/s BGR Energy Systems Limited, M/s RRB Limited and M/s GM Pens International Private Limited as CFO.

In his capacity as CFO, Mr. K R Anandan, leads the Company's accounting and finance functions. He is also responsible for financial planning, risk management, and investment oversight, while also shaping the strategic direction that drives the Company's growth. His leadership has significantly strengthened financial governance, internal controls, compliance frameworks, and long-term value creation. He plays a pivotal role in securing working capital and term loan funding, as well as obtaining subsidies and government incentives, leveraging his strong relationships with senior officials at the Ministry level.

Considering his qualification, experience and performance, the Board of Directors of the Company at their Meeting held on 13th February 2026, based on the recommendation of Nomination and Remuneration Committee and Audit Committee, had elevated his position and appointed Mr. K R Anandan (DIN: 00314502) as an Additional Director pursuant to Section 161 of the Act, designated as Whole-Time Director (Finance) for a period of three (3) years effective 13th February 2026, liable to retire by rotation, subject to the approval of shareholders, in addition to the position of CFO of the Company.

In the meantime, the Company suffered an irreparable loss with the untimely demise of Mr. E Balu, Whole-Time Director, on 28th February 2026.



Consequent to the demise of Mr. E Balu, Whole-Time Director who was also appointed as the Occupier, it was considered necessary to appoint a person as Occupier. Under section 2(n) of the Factories Act, 1948, occupier of a factory means a person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors shall be deemed to be the occupier.

In order to comply with such requirement and to take care of the overall affairs of the Company, the Board of Directors at its Meeting held on 23rd March 2026, based on the recommendation of the Nomination and Remuneration Committee, re-designated Mr. K R Anandan as Whole-Time Director with effect from 23rd March 2026 to 12th February 2029.

Except the change in designation and additional scope of responsibilities, all other terms and conditions including his appointment, remuneration, tenure or other terms as previously recommended by the Nomination and Remuneration Committee and approved by the Board at their respective Meetings held on 13th February 2026 remain unchanged.

Mr. K R Anandan will be a Non-Independent Executive Director and continue to hold the position of CFO.

As the appointment has been recommended by the Nomination and Remuneration Committee, the requirement of Deposit under Section 160 of the Companies Act, 2013 is not applicable.

Pursuant to Regulation 17(1C)(a) of the SEBI LODR, approval of Shareholders for appointment of a person on the Board of Directors shall be 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.

The Company has received the consent from Mr. K R Anandan as required under the provisions of Section 152 of the Companies Act, 2013 and the Rules framed thereunder and also declaration confirming that he is not disqualified/debarred from being appointed as a Director in terms of Section 164 of the Companies Act, 2013/by virtue of any SEBI order or any other such authority.

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.

(Rs. In Crore)

Financial parameters	2022-23	2023-24	2024-25
Total Income	2849.45	1962.16	3100.25
Net Profit / (Loss) (as per P&L a/c)	284.44	87.91	130.84
Rate of Dividends Declared	15%	15%	20%
Amount of Dividend paid	30.54	30.54	40.72

B. Information about the Appointee:

I. Background details:

Mr. K R Anandan aged 62 years is a qualified Chartered Accountant, Cost Accountant and Company Secretary having more than 33 years' experience in varied sectors including manufacturing, thermal energy, windmills, sugar and distilleries, fertilizers and petrochemicals. He joined the Company as Chief Financial Officer on 26th May 2016. Prior to his current role, he was associated with M/s Greenstar Fertilizers Limited, M/s Tamilnadu Petroproducts Limited (TPL), M/s Tuticorin Alkali Chemicals and Fertilizers Limited (TFL), M/s BGR Energy Systems Limited, M/s RRB Limited and M/s GM Pens International Private Limited as Chief Financial Officer.

II. Past Remuneration:

Mr. K R Anandan as Chief Financial Officer was paid a remuneration of Rs. 90 Lakhs (for the period April'25 to December'25)

III. Job profile and his suitability:

The duties and responsibilities of Mr. K R Anandan would be as follows:

- Attending day to day functions of the Company.
- Handling all accounting, finance, technical, projects, Information Technology and all other functions and responsible for the overall control of the affairs of the Company.
- Being responsible for driving the business and other goals set by the Board.

Mr. K R Anandan leads the Company's accounting and finance functions and is also responsible for financial planning, risk management, and investment oversight, while also shaping the strategic direction that drives the Company's growth. His leadership has significantly strengthened financial governance, internal controls, compliance frameworks, and long-term value creation. His continued contribution is essential for sustaining the Company's growth.

IV. Remuneration payable and the terms for appointment of Mr. K R Anandan, 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. K R Anandan has no pecuniary relationship directly or indirectly, with the Company (except to the extent of the remuneration received / receivable by him from the Company).

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 Item No. 2 and 3 for approval of Shareholders as an Ordinary resolution as set out in the Notice of Postal Ballot.

Upon approval from Shareholders, Mr. K R Anandan will be designated as Whole-Time Director (Finance) & Chief Financial Officer from 13th February 2026 to 22nd March 2026 and Whole-Time Director & Chief Financial Officer from 23rd March 2026 to 12th February 2029.

Memorandum of Interest:

Except Mr. K R Anandan, the appointee, none of the Directors / Key Managerial Personnel of the Company or their relatives are interested in this Resolution.

The details as required under Regulation 36 of SEBI LODR, is enclosed as **Annexure II**.

ITEM No. 4:

The Company has achieved a Profit After Tax (PAT) of Rs. 130.84 Crore for Financial Year 2024-25. In recognition of the valuable contribution made by employees towards the growth of the organization, the Board of Directors of the Company at their Meeting held on 13th February 2026, based on the recommendation of the Nomination and Remuneration Committee approved the payment of special incentive for FY 2024-25 to Mr. E Balu, Whole-Time Director of the Company as part of the Special Incentive Programme of the Company. This reward is proposed to be paid to Mr. E Balu for his high and remarkable contribution to the Company.

The special incentive payable to Mr. E Balu along with the existing CTC would be considered as Managerial Remuneration and the aggregate of the same is well within the limits as prescribed under section 197 and Schedule V of the Companies Act 2013 (the Act) for FY 2024-25.

In terms of Article 160 of Articles of Association of the Company and Section 196, 197 and other applicable provisions, if any of the Act, approval of Members is now sought for the payment of special incentive.

Subsequent to the consideration and recommendation of the Board for shareholders' approval, Mr. E Balu has passed away on 28th February 2026.

Upon approval of the Members, the special incentive under Item no. 4 would be paid to the legal heirs of Mr. E Balu, along with other dues/settlement amounts payable to him as per the service rules of the Company.



Accordingly, the Board recommends for approval of Shareholders, the Ordinary Resolution in relation to payment of special incentive to Mr. E Balu as set out in the Notice of Postal Ballot.

Memorandum of Interest:

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

By Order of the Board of Directors
For Southern Petrochemical
Industries Corporation Limited

Place: Chennai
Date: 23rd March 2026

R Swaminathan
Company Secretary
(ACS: 17696)

Annexure I

**Details of Mr. Manikkan Sangameswaran seeking appointment
[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]**

1	Name of the Director and DIN	Mr. Manikkan Sangameswaran (DIN: 00121885)
2	Date of Birth (Age in years)	30 th December 1968 (57 years)
3	Nationality	Indian.
4	Qualifications	Details furnished in explanatory statement.
5	Brief resume of the Director	
6	Nature of expertise in specific functional areas	
7	Terms and conditions of Appointment	
8	Details of Remuneration	Within the limits prescribed under the Act. (Non-Executive Director).
9	Remuneration last drawn	N.A.
10	Date of first appointment on the Board	13 th February 2026.
11	Disclosure of relationships between directors inter-se and with other Key Managerial Personnel of the Company	Mr. Manikkan Sangameswaran is not related to any of the Directors and Key Managerial Personnel of the Company and their relatives.
12	No. of Board Meetings attended during the year (upto 28 th February 2026)	N.A.
13	Names of Listed entities/other Companies in which the person also holds the directorship and the Membership of Committees of the Board	Directorship in entities: 1. Bridgelink Advisors Private Limited 2. MNS Properties LLP
		Membership of Committees of the Board Nil
14	Listed entities from which the person has resigned in the past three years	Nil.
15	Shareholding in the Company	Nil.

**Details of Mr. K R Anandan seeking appointment
[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]**

1	Name of the Director and DIN	Mr. K R Anandan (DIN: 00314502)
2	Date of Birth (Age in years)	28 th May 1963 (62 years)
3	Nationality	Indian.
4	Qualifications	Details furnished in explanatory statement.
5	Brief resume of the Director	
6	Nature of expertise in specific functional areas	
7	Terms and conditions of Appointment	
8	Details of Remuneration	Within the limits prescribed under the Act.
9	Remuneration last drawn for FY 2025-26 (till December'25)	Rs. 90 Lakhs as CFO of the Company
10	Date of first appointment on the Board	26 th May 2016
11	Disclosure of relationships between directors inter-se and with other Key Managerial Personnel of the Company	Mr. K R Anandan is not related to any of the Directors and Key Managerial Personnel of the Company and their relatives.
12	No. of Board Meetings attended during the year	All 4 Board Meetings (up to 28 th February 2026) held during FY 2025-26 as Chief Financial Officer of the Company.
13	Names of Listed entities/other Companies in which the person also holds the directorship and the Membership of Committees of the Board	<p>Directorship in entities: Listed Entity: 1. Tuticorin Alkali Chemicals and Fertilizers Limited</p> <p>Other Companies: 1. SPIC Dealers Welfare Association 2. SPIC Officers and Staff Welfare Foundation 3. SPIC Group Companies Employees Welfare Foundation</p> <p>Membership of Committees of the Board Nil</p>
14	Listed entities from which the person has resigned in the past three years	Nil.
15	Shareholding in the Company	Nil.