

Notice to Shareholders

NOTICE is hereby given that the 28th Annual General Meeting of the Company will be held at 10.30 a.m. on Wednesday, the 13th August, 2014 at Rajah Annamalai Mandram, No. 5 Esplanade Road (Near High Court) Chennai – 600 108 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2014 including the audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon, by passing the following as an Ordinary Resolution:

RESOLVED THAT the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date together with the Notes thereon, the Cash Flow Statement for the said period and the Report of the Auditors and the Directors thereon be and are hereby received, considered and adopted.

2. To declare a dividend by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to the recommendation of the Board of Directors, a dividend of fifty paise per equity share on 17,19,99,229 Equity Shares of Rs. 5/- each, absorbing Rs. 860 lakhs (Rupees eight hundred and sixty lakhs only), subject to rounding off, be and is hereby declared out of the profits for the year ended March 31, 2014 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 13th August 2014 and
- ii. In respect of shares held in electronic form, to those members whose names appear in the list of beneficial owners furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Depositories, as at the end of business hours on 2nd August 2014.

3. To appoint a Director in the place of Mr. T K Arun [DIN 02163427], who retires by rotation and being eligible offers himself for re-appointment by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the company, Mr. T K Arun (DIN: 02163427), a Director retiring by rotation being eligible and offering for re-election, be and is hereby re-appointed as a Director of the Company.

4. To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No.008072S) as the Auditors of the Company by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013, and the Rules made thereunder, M/s Deloitte Haskins and Sells, Chartered Accountants, Chennai, the retiring auditors with ICAI Registration Number 008072S, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company to be held during the year 2016 on a remuneration to be fixed by the Board of Directors.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company the appointment of Brig. (Retd.) Harish Chandra Chawla [DIN 00085415] as an Independent Director of the Company for a period of five years from 28th May 2014 be and is hereby approved.

6. To consider and if thought fit, to pass the following as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 160, Schedule IV and other applicable provisions if any of the Companies Act, 2013 the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company the appointment of Mr. Kulbir Singh, [DIN 00204829] as an Independent Director of the Company for a period of five years from 28th May 2014 be and is hereby approved.

7. To consider and if thought fit, to pass the following as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions if any of the Companies Act, 2013 the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. G Balasubramanian, [DIN 06874838] be and is hereby appointed as a Director of the Company liable to retire by rotation.

8. To consider and if thought fit, to pass the following as a Special Resolution:

RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 500 crore (Rupees five hundred crore) over and above the aggregate of the paid up share capital and free reserves of the Company, on such a terms and conditions as may be agreed to between the Company and the Lenders.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or creating charge on the assets of the Company to secure the amount(s) borrowed/to be borrowed by the Company on such terms and conditions as may be agreed to between the Company and the Lenders.

9. To consider and if thought fit, to pass the following as a Special Resolution:

RESOLVED THAT pursuant to Sections 196, 197, 203 of the Companies Act, 2013, ("the Act"), Schedule V thereto, the applicable Rules and Article 93 of the Articles of Association of the Company, and subject to the other provisions of the Act and of the Articles, as may be applicable, and such other approvals as may be required consent of the Members is accorded for the reappointment of Mr. Muthukrishnan Ravi (DIN: 03605222) who is also the Managing Director of Tamilnadu Petroproducts Limited (TPL), as the Managing Director of the Company on the following terms and conditions:

- | | | |
|---|-----------------------|------------------------------------|
| A | PERIOD OF APPOINTMENT | 3 YEARS (29-07-2014 TO 28-07-2017) |
| B | NATURE OF APPOINTMENT | CONTRACTUAL |
| C | REMUNERATION | |

Mr. Muthukrishnan Ravi (DIN: 03605222) shall be paid remuneration as detailed below:

- a. Basic Salary Rs. 1,90,000 per month
- b. Allowances Rs. 3,61,417 per month
- c. Annual Performance pay not exceeding Rs. 30,00,000
- d. Contribution to Provident and other Funds, leave, gratuity and other benefits shall be in accordance with the applicable law/ service rules of the Company
- e. The following shall not be deemed to be remuneration to Mr. Muthukrishnan Ravi (DIN: 03605222):
 - Provision of car with driver for business and personal use.
 - Provision of telephone at residence and mobile phone.
 - 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 from time to time.
 - Other expenses incurred by him in relation to the discharge of his duties in relation to the business of the Company.
- f. The remuneration to Mr. Muthukrishnan Ravi (DIN: 03605222) shall be shared between MPL and TPL equally or in such other proportion as may be decided by the Board from time to time so long as he holds a Managerial position in TPL.

D PAYMENT OF MINIMUM REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS

In the event of loss or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration payable to Mr. Muthukrishnan Ravi (DIN: 03605222). The contribution to Provident Fund, gratuity payable and encashment of leave at the end of the tenure shall not be included in the computation of ceiling for the aforesaid minimum remuneration.

10. To consider and if thought fit, to pass the following as a Special Resolution:

RESOLVED THAT pursuant to Sections 196 and 197 of the Companies Act, 2013, ("the Act"), Schedule V thereto, the applicable Rules and Article 146 of the Articles of Association of the Company, and subject to the other provisions of the Act and of the Articles, as may be applicable, and such other approvals as may be required approval of the Members is accorded for the appointment of Mr. G Balasubramanian (DIN: 06874838) as the Wholetime Director (Works) of the Company for a period of three years with effect from 28-05-2014 on the following terms and conditions:

- | | | |
|---|-----------------------|------------------------------------|
| A | PERIOD OF APPOINTMENT | 3 YEARS (28-05-2014 TO 27-05-2017) |
| B | NATURE OF APPOINTMENT | CONTRACTUAL |
| C | REMUNERATION | |

Mr. G Balasubramanian (DIN: 06874838) shall be paid remuneration as detailed below:

- a. Basic Salary Rs. 89,400 per month
- b. Allowances Rs. 86,532 per month
- c. Annual Performance pay not exceeding Rs. 6,00,000
- d. Contribution to Provident and other Funds, leave, gratuity and other benefits shall be in accordance with the applicable law/ service rules of the Company.
- e. The following shall not be deemed to be remuneration to Mr. G Balasubramanian (DIN: 06874838):
 - Provision of car with driver for official use
 - Provision of telephone at residence and mobile phone.
 - 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 from time to time.
 - Other expenses incurred by him in relation to the discharge of his duties in relation to the business of the Company.

D PAYMENT OF MINIMUM REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS

In the event of loss or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration payable to Mr. G Balasubramanian (DIN: 06874838). The contribution to Provident Fund, gratuity payable and encashment of leave at the end of the tenure shall not be included in the computation of ceiling for the aforesaid minimum remuneration.

Date 2nd July, 2014

Registered Office:

SPIC HOUSE,

88 Mount Road, Guindy, Chennai – 600 032

By Order of the Board
for Manali Petrochemicals Limited

R. Kothandaraman
Company Secretary

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 04.08.2014 to 13.08.2014 (both days inclusive) in connection with the Annual General Meeting (AGM) & payment of dividend.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), which sets out details relating to Special Business at the meeting, is annexed hereto.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself. Such a proxy/ proxies need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Member holding more than 10% is entitled to appoint a single proxy, who cannot be proxy of any other member.
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has, accordingly, transferred Rs. 45,27,724/- being the unpaid and unclaimed dividend amount pertaining to the year 2005-06 to the Investor Education and Protection Fund of the Central Government. As per the extant regulations, no claim shall lie against the Company or the IEPF in relation to the amount remitted to IEPF.
6. The details of unpaid dividend relating to the years 2006-07 to 2011-12 as on 02.08.2013 being the date of the last AGM is available in the website of the Company www.manalipetro.com
7. Dividend for the year 2006-07 remaining unclaimed and unpaid will be transferred to Investor Education and Protection Fund (IEPF) during September 2014. Shareholders who are yet to encash their dividend warrants are requested to contact the Company or the Registrars at an early date and lodge their claims. Please note that as per the extant regulations upon transfer to IEPF, no claims shall lie against the Fund or the Company and hence it will not be possible for the Shareholders to make any further claims in this regard after the said transfer.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
10. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, are enclosed and form an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. Electronic copy of the full version of the Annual Report for the year 2013-14 and the Notice of the 28th AGM are being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Abridged Annual Report for the year are being sent in the permitted mode. These members are requested to register their e-mail ids with the DP/RTA.
12. Full version of the Report and the Notice of the AGM are available in the Company's website viz., www.manalipetro.com. Members desirous of receiving the complete annual report may send a request in writing to the Registrar or the Company and send the same by post/courier or email with a scanned copy of the request.
13. Pursuant to the stipulations in Clause 35B of the Listing Agreement read with Section 108 of the Companies Act 2013, and the relevant Rules, the Company has entered into an arrangement with Central Depository Services Limited (CDSL) to facilitate the Members to exercise their right to vote at the Annual General Meeting by electronic means. The detailed process for participating in e-voting is furnished in the Annexure to the Notice in Page No 8.
14. ***A person who has participated in e-voting is not debarred from participating in the meeting physically though he shall not be able to vote in the meeting again and his earlier vote cast electronically shall be treated as final. In terms of the provisions of Section 107 read with Section 109, there will be no voting by show of hands at the meeting and hence the provisions relating to demand for poll by the Members is irrelevant. The Chairman of the meeting will regulate the meeting and voting on the resolutions in accordance with the provisions of the Act and the applicable Rules.***
15. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any information, the shareholders may also send requests to the RTA.
16. Due notices have been received under Section 160 of the Companies Act, 2013 with regard to the appointment of directors proposed under items 5 to 7.
17. All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office and at the Principal Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except on holidays, up to and including the date of the AGM.
18. Shareholders seeking any information with regard to accounts are requested to write to the Company well in advance so as to enable the Management to reply.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT
TO SECTION 102 OF THE COMPANIES ACT, 2013 AND CLAUSE 49 OF THE LISTING AGREEMENT**

Item No. 5 & 6

Brig. (Retd) Harish Chandra Chawla and **Mr. Kulbir Singh** were appointed as Directors of the Company liable to retire by rotation and categorized as Independent Directors under the Listing Agreement. In terms of the relevant provisions of the Companies Act, 2013 (the Act) at the Meeting held on 28th May 2014 these Directors have been appointed by the Board as Independent Directors under Section 149 of the Act read with the other provisions, rules and Schedule IV to the Act, for a period of five years w.e.f. the said date. As per Section 150 their appointment is to be approved by the shareholders and hence the same is placed for consideration and approval at the AGM. In terms of the relevant provisions of the Act, the above directors will not be liable to retirement by rotation.

Both the appointees comply with the criteria for independent directors specified in S. 149(6) of the Act. Considering their qualification, experience, stature and standing, they are qualified to be appointed as the Independent Directors of the Company. Further they have been the independent directors of MPL and are well versed with the Company's business. Therefore their appointment and guidance as the Independent Directors will be of great value to the Company. The Board recommends the resolutions for the consideration of the Members.

Except the respective appointees, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions.

Item No. 7 & 10

At the Board Meeting held on 28th May 2014, Mr. G Balasubramanian has been appointed as the Wholetime Director of the Company for a period of 3 years, subject to approval of the Members. As per Section 161 of the Act, he holds office till the ensuing AGM and it is proposed to appoint him as a Director under Section 152 and also seek approval of the Members for his appointment as the Wholetime Director (WTD).

Mr. G Balasubramanian, aged 57 is a post graduate in chemical engineering from Annamalai University. He has more than 30 years of experience in chemical and petrochemical industries. His past employers include Pentasia Chemicals (Group co of Asian Paints) for 7 years and UB Petroproducts since 1989. On merger of UB with MPL he continued his association with the Company.

At the meeting held on 28th May 2014, Board has, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Balasubramanian as the WTD for a period of 3 years on the terms and conditions as set out in the resolution.

Mr. Balasubramanian does not hold any shares in MPL and also does not hold directorship in any other company.

Statement pursuant to Clause (iv) of second proviso to Paragraph B of Section II of Part II of Schedule V to the Act is enclosed to the extent applicable.

The Board recommends the resolution for the consideration of the members as a Special Resolution.

Except Mr. G Balasubramanian, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the above proposal.

Item No. 8

The Shareholders at Annual General Meeting held on 29.07.1992 have authorized the Board of Directors of the Company to borrow in excess of the paid up capital and free reserves upto a limit of Rs.150 crore by an ordinary resolution. As per Section 180 of the Companies Act, 2013, the approval is to be by way of a Special Resolution. It has been, vide Circular dated 25-03-2014, clarified by the Ministry of Corporate Affairs, that the previous resolution will be valid for a period of one year from the date of notification of the relevant provisions, viz., till 11th September 2014. In view of the above, in order to enable the Board to borrow monies in excess of the paid-up capital and free reserves, the proposal is placed before the Members for approval by Special Resolution for an enhanced sum of Rs. 500 crore.

The Proposal also includes the delegation of power to the Board to mortgage and / or charge the assets of the Company to secure the borrowings as may be agreed to between the Company and the Lenders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the above resolution.

Item No. 9

Mr. Muthukrishnan Ravi, a B. Tech., MBA graduate started his career as an Assistant Engineer in Indian Organic Chemicals Ltd., Chennai in 1982. He was associated with reputed organizations like Madras Refineries Ltd (now CPCL), SADAF, Saudi Arabia, ESSO Singapore. He was the Commercial Head for Asia Pacific and Country Head for Indian Sub-Continent, DOW Chemicals from 1997 to 2009, and took over as Executive Vice President for Strategy and Global Sourcing of Sanmar Chemplast in 2009.

Mr. Ravi joined Manali Petrochemicals as the Chief Operating Officer from 1st April 2011. He was appointed as an Additional Director of the Company at the Board Meeting held on 29th July 2011. He was appointed as a Whole Time Director for a period of 3 years on the remuneration recommended by the Remuneration Committee and approved by the Board. Mr. Ravi took over as the Managing Director of the Company from 1st October 2011 and holds office till 28th July 2014. He is also the MD of Tamilnadu Petroproducts Limited from 4th February 2013 and the remuneration paid to him is shared between the two companies equally.

At the meeting held on 28th May 2014, Board has, based on the recommendation of the Nomination and Remuneration Committee, reappointed Mr. Ravi as the MD for a further period of 3 years on the terms and conditions set out in the resolution. The overall remuneration to Mr. Ravi will be shared between MPL and TPL equally or in such proportion as may be decided by the Board so long as Mr. Ravi holds a Managerial Position in TPL.

Mr. Ravi does not hold any share in MPL. He is the Chairman of Petro Araldite Private Limited and Director of MPL Executives Welfare Foundation, MPL Officer and Staff Welfare Foundation, TPL Employees Welfare Foundation and Alkali Manufacturers' Association of India. He is a member of the Stakeholders' Relationship Committee of TPL.

Statement pursuant to Clause (iv) of second proviso to Paragraph B of Section II of Part II of Schedule V to the Act is enclosed to the extent applicable.

The Board recommends the resolution for the consideration of the members as a Special Resolution.

Except Mr. Muthukrishnan Ravi, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the above proposal.

Date 2nd July 2014

Registered Office:

SPIC HOUSE

88 Mount Road, Guindy

Chennai – 600 032

By Order of the Board
for Manali Petrochemicals Limited

R. Kothandaraman

Company Secretary

STATEMENT PURSUANT TO CLAUSE (IV) OF SECOND PROVISO TO PARAGRAPH B OF SECTION II OF PART II OF SCHEDULE V TO THE ACT

I. GENERAL INFORMATION

(1) Nature of industry	Petrochemicals – Manufacture of Propylene Oxide, Propylene Glycol and Polyols, intermediates with applications across a spectrum of industries including Pharmaceuticals, Polyurethane, Resin, Fragrances, Food, Refrigeration, Oil Drilling, etc.			
(2) Year of Commencement of commercial production	1990			
(3) Financial performance and Export data	(Rs. in lakhs)			
	FINANCIAL PARAMETERS	2011-12	2012-13	2013-14
	TOTAL SALES	56,454.21	51,427.30	55,382.08
	PAT	4,367.97	2,731.59	2,905.02
	DIVIDEND %	12%	10%	10%
EXPORT SALES	340.89	282.63	1,758.46	
(4) Foreign investments or collaborations, if any	NIL			

II. INFORMATION ABOUT THE APPOINTEE

a. Mr. Muthukrishnan Ravi

Background details	Furnished under Item 9 of the Explanatory statement
Job profile and his suitability	As Managing Director of the Company, he is responsible for the management of the Company, subject to the superintendence, guidance and control of the Board of Directors of the Company. Taking into account his previous experience, educational background, knowledge about the industry, past performance in MPL and the nature and size of operations of the Company, he is a fit and proper person to be re-appointed as the Managing Director of the Company.
Past and proposed remuneration	Mr. Muthukrishnan Ravi is reappointed as the Managing Director of the Company for the period of three years with effect from 29.07.2014 on the same remuneration. The details are furnished in the relevant resolution.
Comparative remuneration profile with respect to 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 appointee.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL

b. Mr. G. Balasubramanian

Background details	Furnished under Item 10 of the Explanatory statement
Details of past remuneration	This is the first appointment of Mr. G. Balasubramanian as the Whole-Time Director of the Company.
Job profile and his suitability	As the Whole-Time Director (Works) Mr. Balasubramanian will be responsible for the Plant operations, Projects and other matter as may be delegated by the Managing Director from time to time. He will report to the Managing Director. Taking into account his previous experience, educational background, knowledge about the industry, past performance in MPL and the nature and size of operations of the Company, he is a fit and proper person to be appointed as the Whole-Time Director (Works) of the Company.
Remuneration proposed	Details furnished in the relevant resolution.
Comparative remuneration profile with respect to 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 appointee.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL

III. OTHER INFORMATION

Reasons for loss or inadequacy of profits	Not applicable
Steps taken or proposed to be taken for improvement' Expected increase in productivity and profits in measurable terms.	Does not arise

IV. DISCLOSURES

Information on remuneration package	Details furnished in the relevant resolution.
Other disclosures	Information on elements of remuneration, components, terms of service and stock option are furnished in the resolution.

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE 28TH AGM.**Item Nos.3, 5, & 6 of the Notice**

Mr. T K Arun holds a Bachelor's Degree in Commerce and is an Associate Member of the Institute of Company Secretaries of India, New Delhi. He is the General Manager and Secretary of Tamilnadu Industrial Development Corporation Limited (TIDCO), wholly owned by the Government of Tamilnadu. He also serves as the Nominee Director in companies assisted by TIDCO.

Mr. Arun's expertise includes structuring of Public Private Partnerships (PPPs) for Infrastructure Projects including Water, Ports and Roads, PPP documentation viz., Concession Agreements and related Contracts, Bid Process Structuring, Bid Process Management; Contract drafting / negotiation, Contract Management and Arbitration.

Mr. Arun does not hold any shares in the Company. He is a Director of Cheslind Textiles Limited (CTL), Tamilnadu Petroproducts Limited (TPL), Southern Petrochemical Industries Corporation Limited (SPIC), Ascendas IT Park Chennai Limited, DLF Infopark Developers Limited, Sree Maruthi Marine Industries Limited, Tanflora Infrastructure Park Limited and TIDEL Park Limited, Titan Company Limited (TCL), Titan Time Products Ltd and Tamil Nadu Road Development Company Limited. He is also member of Audit Committee and Shareholders/Investors' Grievance Committee of TPL, CTL, SPIC and TCL

Brig (Retd.) Harish Chandra Chawla holds a master's degree in science and is an M. Tech from IIT, Delhi, a Fellow of the Institution of Electronic and Telecom Engineers and a Member of Computer Society of India. He has done Finance Course in IIM, Bangalore and Executive Management Course in ISB, Hyderabad.

Mr. Chawla served the Indian Army in various capacities for 36 years and retired as a Brigadier. During his tenure with the Army, he has handled managerial, administrative and technical functions and in the last 3 years of his service, he held strategic level positions in a project of National importance and was involved in project planning and execution of a large project relating to development of equipment. Post retirement from the Army, Mr. Chawla has 11 years' experience in the private sector, including as Managing Director/Director for about six years. He was the Chairman of Modern Protection and Investigation, Mumbai a security services company and Managing Director of ISS SDB Services Pvt. Ltd. and Director of Innovative Salary Services and Payroll Advisor Pvt. Ltd. He was also a Director of Security Sector Skill Development Council.

Mr. Chawla does not hold any shares in MPL. At present, he is Director of Sciencetec Pharmaceuticals Private Limited, Gastat Energy Private Limited, Sicagen India Limited and Fun Robic Entertainment Private Limited. He is also member of Audit Committee of Sicagen India Limited.

Mr. Kulbir Singh, 66, had his schooling in Doon School, Dehra Dun and holds an Honours Degree in Economics from St. Joseph's College, North Point, Darjeeling. After graduation, he joined Grindlays Bank in 1967 and served them for nearly 30 years. He was based in London, Hong Kong and Dubai for more than a decade. While in Dubai, he helped create and co-head the Private Banking Business of Grindlays across six countries in the Gulf, which then grew to become a multi-million dollar activity. Prior to relocating to the Middle East, he was responsible for the Bank's entire corporate banking business of Western India based in Mumbai, overseeing some of the organization's largest client relationships and leading a team of over 200 staff. In end 1996 he returned to India to establish his own advisory business and since then has been advising various Groups and corporate on restructuring of business in India.

Mr. Singh does not hold any shares in MPL. He is a Director of Citadel Corporate Services Private Limited, Secure Earth Technologies Limited, Persistent Sentinel India Private Limited, Pine Bridge Investments Asset Management Company (India) Private Limited, Prem Narain Management Consultants Private Limited. He is also a Member of the Audit Committee of Secure Earth Technologies Limited.

Profiles of **Mr. Muthukrishnan Ravi** and **Mr. G. Balasubramanian** have been furnished in the Explanatory Statement.

INSTRUCTIONS FOR EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS

1. The voting period begins on 6th August 2014 and ends on 8th August 2014. E-Voting system will be available at all time except between 00:00 hrs to 01:00 hrs.(IST). During this period shareholders of the Company to whom notice of the AGM have been dispatched electronically or physically by registered post or courier, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
2. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to register themselves as Corporates by logging on to <https://www.evotingindia.co.in>. A scanned copy of the Registration Form duly signed and seal affixed should be e-mailed to helpdesk.evoting@cdslindia.com. The login details will be sent by CDSL by reply mail. After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they can cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
3. The following are the instructions for participating in the e-voting on the resolutions contained in the notice of the Annual General Meeting. These apply to all the Members of the Company and who receive the notice either by e-mail or physical copy.
 - a. Log on to the e-voting website www.evotingindia.com during the voting period.
 - b. Click on "Shareholders" tab.
 - c. Select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - d. Enter your User ID as shown below

Members holding shares in demat form with CDSL	Sixteen digits beneficiary ID
Members holding shares in demat form with NSDL	Eight character DP ID followed by eight digits Client ID
Members holding shares in Physical form	Folio No.

- e. Enter the image verification as displayed and click on "Login"
- f. Enter the Password:
 - Members holding shares in Demat form and who have already exercised e-voting on an earlier occasion through www.evotingindia.com in respect of their holding in any other company shall use their existing password. If the password has been forgotten they will have enter the User ID and Image Verification Code and then click on "Forgot Password" to enter the details as prompted by the system for retrieving the password.
 - Password entry for Members who are holding shares in demat form and are exercising e-voting for the first time and for Members holding shares in Physical form shall be as below:

PAN	10 digit PAN issued by the Income Tax Department, if the same has been registered with the DP or as the case may be with the Company. For Members who have not registered their PAN, the first two letters of their name followed by the eight digits Serial Number printed on the address slip shall be entered in the PAN Field.
Date of Birth	Date of Birth as registered with the DP or as the case may be with the Company in DD/MM/YYYY format.
Dividend Bank Details	As registered with the DP or as the case may be with the Company. If both the above details have not been registered with the DP or as the case may be with the Company, the demat account number or the Folio number is to be entered in this field.

- g. Click Submit for further processing. If the password entered is incorrect, system will not allow the login and you will have repeat the process under (e) above until the proper password is entered.
 - h. Members holding shares in physical form will be directed to the "Company Selection" menu.
 - i. Members holding shares in demat form and participating in e-voting through www.evotingindia.com for the first time will be required mandatorily to create their own password to proceed with the e-voting process. The new password shall be used by them for any future e-voting on CDSL Platform. After completion of the new password creation, they will be directed to the Company Selection Menu.
 - j. Click on the EVSN for Manali Petrochemicals Limited and you will be directed to the E-Voting Screen.
 - k. The Description of the Resolutions as set out in the Notice of the Meeting and the voting options "YES/No" will be displayed for each of the resolutions on this Screen for voting.
 - l. Click on the "Resolutions File Link" if you wish to view the full description of the resolutions.
 - m. Select the option YES or NO for each of the item as desired by you. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - n. After selection click on SUBMIT and a confirmation box will be displayed. If you wish to confirm and complete the voting press OK, else press CANCEL to change your vote.
 - o. Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.
 - p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
4. Voting through electronic means would be on the basis of proportion of shares held by the member viz., on "one-share one-vote" basis.
 5. For any queries or issues regarding e-voting, please refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com



Manali Petrochemicals Limited

ATTENDANCE SLIP

CIN : L24294TN1986PLC013087

Registered Office: "SPIC House", 88, Mount Road, Guindy, Chennai - 600 032.

Ph: 25941025/25943895 E-mail: companysecretary@manalipetro.com

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL. ONLY MEMBERS OR THEIR PROXIES ARE ENTITLED TO BE PRESENT AT THE MEETING.

Name of the attending Member(s) :	Folio/DP ID-Client ID No. :
No. of Shares held :	

I hereby record my presence at the 28th ANNUAL GENERAL MEETING of the Company held at **RAJAH ANNAMALAI MANDRAM**, Esplanade, Chennai - 600 108 at 10.30 A.M. on Wednesday, the 13th August, 2014.

NAME OF PROXY IN BLOCK LETTERS

SIGNATURE OF THE SHAREHOLDER/PROXY*

* Strike out whichever is not applicable.



Manali Petrochemicals Limited

PROXY FORM

CIN : L24294TN1986PLC013087

Registered Office: "SPIC House", 88, Mount Road, Guindy, Chennai - 600 032.

Ph: 25941025/25943895 E-mail: companysecretary@manalipetro.com

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Folio/DP ID-Client ID No. :	

I/We, being the member(s) of shares of the above named Company, hereby appoint:

- (1) Name Address
 E-mail Id Signature or failing him/her;
- (2) Name Address
 E-mail Id Signature or failing him/her;
- (3) Name Address
 E-mail Id Signature or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Wednesday, the 13th day of August, 2014 at 10.30 A.M. at **RAJAH ANNAMALAI MANDRAM**, Esplanade, Chennai - 600 108 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No. of Resolutions (as in the Notice annexed)

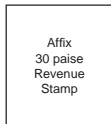
1	2	3	4	5
6	7	8	9	10

(Tick Mark the Sl.No. of Resolutions for which the Proxy is appointed)

Signed this day of, 2014.

Member's Folio/DP ID-Client ID No. Signature of Shareholder(s)

Signature of Proxyholder(s)



Notes:

- a. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office / Principal Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b. In the case of a Corporation, the proxy form shall be either given under the Common Seal signed on its behalf by an Attorney or Officer of the Corporation.



Manali Petrochemicals Limited

*Ponneri High Road, Manali,
Chennai - 600 068.*

CIN: L24294TN1986PLC013087
Email: companysecretary@manalipetro.com
Website: www.manalipetro.com