



**NOTICE OF THE ANNUAL  
GENERAL MEETING**

**21<sup>ST</sup> SEPTEMBER 2016**

**Manali Petrochemicals Limited**

## Notice to Shareholders

NOTICE is hereby given that the 30th Annual General Meeting of the Company will be held at 9.30 a.m. on Wednesday, the 21st September 2016 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 and other Reports for the year ended 31st March 2016 by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to Section 129 and other applicable provisions, if any, of the Companies Act, 2013, the Stand Alone and Consolidated Financial Statements of the Company for the year ended 31st March 2016 and the Reports of the Board of Directors and the Auditors thereon and the Report of the Secretarial Auditor 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 lakh (Rupees eight hundred and sixty lakh only), subject to rounding off, be and is hereby declared out of the profits for the year ended 31st March, 2016 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 21st September 2016 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 close of business hours on 10th September 2016.

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 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 appoint the Auditors of the Company and fix their remuneration by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013, other applicable provisions, if any and the Rules made thereunder, M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai, with ICAI Registration Number 008072S are appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration of Rs. 17,00,000 (Rupees seventeen lakh only) plus reimbursement of out of pocket expenses and applicable taxes, for the audit of the accounts and all the other related services as the Auditors of the Company for the year 2016-17.

### SPECIAL BUSINESS

5. **To consider and if thought fit, to pass the following as an Ordinary Resolution to ratify the remuneration to the Cost Auditors for the year 2016-17:**

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013, the remuneration of Rs. 3,50,000 (Rupees three lakh fifty thousand only) to M/s. S. Gopalan & Associates, Cost Accountants, Chennai, the Cost Auditor of the Company for the year 2016-17 be and is hereby ratified.

Date: August 4, 2016  
**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 12th September 2016 to 21st September 2016 (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), setting out details relating to Special Business of 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 self. 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 per cent of the total share capital of the Company. Member holding more than 10% is entitled to appoint a single proxy, and such proxy cannot be a proxy of any other member. ***The proxy holder shall prove his/her identity at the time of attending the meeting and shall not be entitled to speak at the meeting, but only vote on poll.***
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. 51,05,249 being the unpaid and unclaimed dividend amount pertaining to the year 2007-08 to the IEPF on 24.11.2015. As per the applicable regulations, no claim shall lie against the Company or the IEPF in relation to the amount remitted.
6. The details of unpaid dividend relating to the years 2008-09 to 2013-14 as on 23rd September 2015 being the date of the last AGM is available in the website of the Company [www.manalipetro.com](http://www.manalipetro.com). The updated details of unpaid dividend as on the date of the ensuing AGM relating to the years 2008-09 to 2014-15 will be uploaded in the Website of the Company in due course.
7. Dividend for the year 2008-09 remaining unclaimed and unpaid will be transferred to IEPF during October 2016. Shareholders who are yet to encash their dividend warrants are requested to contact the Company or Cameo Corporate Services Limited, the Registrar at an early date and lodge their claims. Since the new provisions of the Companies Act, 2013 relating to remittance of unpaid dividend to the IEPF have not been notified yet, the transfer will be made under Section 205A of the Companies Act, 1956 unless the new provisions are notified prior to the transfer. Accordingly, no claim shall lie against the Fund or the Company for refund of the amount so remitted and so 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 the holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated 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 are requested to submit their PAN details to the Registrar.
10. Particulars of the Director seeking reappointment at the Annual General Meeting is enclosed and form an integral part of the Notice. The Director has furnished the requisite declarations for his re-appointment.
11. Electronic copy of the full version of the Annual Report for the year 2015-16 and the Notice of the 30th AGM are being sent to all the members whose E-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have no registered 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/Registrar.

12. Full version of the Annual Report and the Notice of the AGM are available in the Company's website viz., [www.manalipetro.com](http://www.manalipetro.com). Members desirous of receiving printed copy of the complete annual report may send a request in writing to the Registrar or the Company by post/courier or email with a scanned copy of the request.
  13. Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act 2013, and the relevant Rules, the Company has entered into an arrangement with Central Depository Services (India) 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 at 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. However, as per Rule 20 of the Companies (Management & Administration) Rules, 2014, facility for voting shall also be made available at the meeting venue by polling paper and Members who have not cast their vote by e-voting shall be able to exercise their right at the meeting.
  15. Members who have registered for e-communication are also entitled to receive communication in physical form by post, free of cost upon making a request for the same. For any information, the shareholders may also send requests to the Registrar.
  16. All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered 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.
  17. 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.
  18. ***Members may note that as per the Secretarial Standard – 2 notified by the Government, no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting and hence there will be no distribution of packaged items at the meeting venue.***
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## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 5

At the Board Meeting held on 4th August 2016, M/s. S. Gopalan & Associates, Cost Accountants, Chennai has been appointed as the Cost Auditor of the Company for the year 2016-17 on a remuneration of Rs. 3.50 lakh as recommended by the Audit Committee. As per Section 148 of the Companies Act, 2013, read with the relevant Rules, the remuneration to the Cost Auditor is to be approved by the members. Accordingly the same is placed before the Members for consideration and approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in the above resolution.

Date: August 4, 2016

**Registered Office:**

SPIC HOUSE

88 Mount Road

Guindy, Chennai – 600 032

By Order of the Board  
for Manali Petrochemicals Limited

**R. Kothandaraman**  
Company Secretary

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## BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE 30TH AGM.

### Item No. 3

Mr. T K Arun, 56, (DIN: 02163427), nominee of Tamilnadu Industrial Development Corporation Limited (TIDCO) and Director of the Company since 7th October 2009, 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 Senior General Manager and Secretary of TIDCO, wholly owned by the Government of Tamilnadu. He also serves as the Nominee Director in companies assisted by TIDCO.

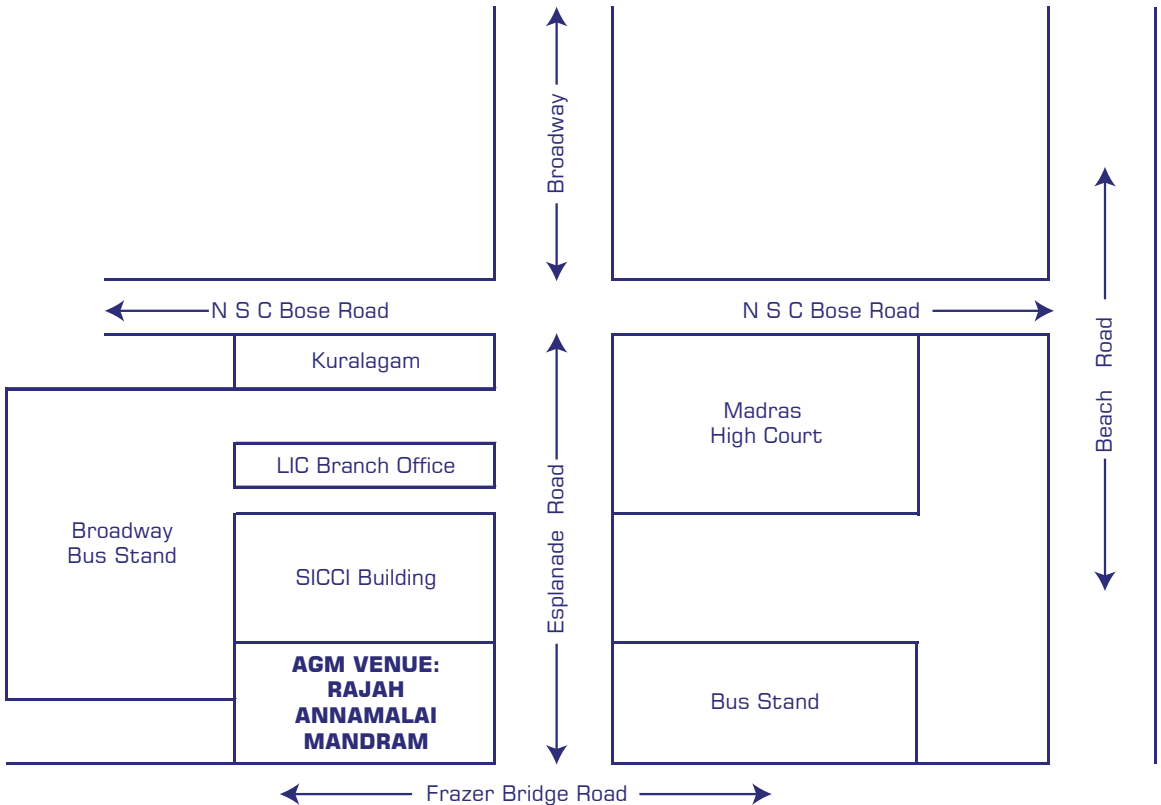
Mr. Arun's expertise includes structuring of Public Private Partnerships (PPPs) for Infrastructure Projects including Water, Ports and Roads, PPP documentation viz., Concession Agreements and related Contracts, Bid Process Structuring, Bid Process Management; Contract drafting / negotiation, Contract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

Mr. Arun does not hold any shares in the Company. He has attended all the Board and the Committee Meetings of the Company held during the year. He is a Director of Tamilnadu Petroproducts Limited (TPL), Southern Petrochemical Industries Corporation Limited (SPIC), Ascendas IT Park Chennai Limited (Ascendas), Tanflora Infrastructure Park Limited (Tanflora), TIDEL Park Limited (TIDEL), Titan Company Limited (TCL), Titan Time Products Ltd. (TTPL), TRIL Info Park Limited (TRIL) and Tamil Nadu Road Development Company Limited (TNRDCL). The following are the details of his committee positions in other companies:

**Audit Committee:** Tanflora (Chairman), TPL, SPIC, Ascendas, TNRDCL, TCL, and TRIL (Member). **Nomination & Remuneration Committee:** SPIC, TPL and TNRDCL (Member). **CSR Committee:** SPIC, TPL, Ascendas, TNRDCL and TCL (Member). **Risk Management Committee:** SPIC, TPL and TCL (Member). He is also a Member of **Stakeholders Relationship Committee** of TCL.

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**Land Mark for the AGM Venue: opposite to Western Entrance of Madras High Court**



**INSTRUCTIONS FOR EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS**

- (i) The voting period begins on **17th September 2016 at 9.00 AM and ends on 20th September 2016 at 5.00 PM.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14th September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted electronically prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter their Folio Number allotted by the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Sequence Number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Manali Petrochemicals Limited and you will be directed to the E-Voting Screen.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



**Manali Petrochemicals Limited**  
CIN: L24294TN1986PLC013087

**ATTENDANCE SLIP**

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

Telefax: 22351098 E-mail: [companysecretary@manalipetro.com](mailto:companysecretary@manalipetro.com) Website: [www.manalipetro.com](http://www.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 Member(s) :	Folio/DP ID-Client ID No. :
No. of Shares held :	

I hereby record my presence at the 30th ANNUAL GENERAL MEETING of the Company held at **RAJAH ANNAMALAI MANDRAM**, Esplanade, Chennai - 600 108 at 9.30 A.M. on Wednesday, the 21st September, 2016.

NAME OF PROXY IN BLOCK LETTERS

SIGNATURE OF THE SHAREHOLDER/PROXY\*

\* Strike out whichever is not applicable



**Manali Petrochemicals Limited**  
CIN: L24294TN1986PLC013087

**PROXY FORM**

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

Telefax: 22351098 E-mail: [companysecretary@manalipetro.com](mailto:companysecretary@manalipetro.com) Website: [www.manalipetro.com](http://www.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) holding..... 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 30<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 21st September, 2016 at 9:30 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
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(Tick Mark the Sl. No. of Resolutions for which the proxy is appointed)

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

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 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.
- c. The Proxy holder shall prove his / her identity at the time of attending the Meeting.







## **Manali Petrochemicals Limited**

***Registered Office:***

***SPIC House, 88 Mount Road Guindy, Chennai 600 032***

CIN: L24294TN1986PLC013087

Telefax: 044-2235 1098

Email: [companysecretary@manalipetro.com](mailto:companysecretary@manalipetro.com)

Website: [www.manalipetro.com](http://www.manalipetro.com)