



NOTICE OF THE ANNUAL GENERAL MEETING

6th AUGUST 2018

Manali Petrochemicals Limited

Notice to Shareholders

NOTICE is hereby given that the 32nd Annual General Meeting of the Company will be held at 10:00 AM on Monday, the 6th August 2018 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 2018 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 2018 and the Reports of the Board of Directors and the Auditors thereon and the Report of the Secretarial Auditor are 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 ₹ 5/- each, absorbing ₹ 8,59,99,615 (Rupees eight crore fifty nine lakh ninety nine thousand six hundred fifteen only), subject to rounding off, is declared out of the profits for the year ended 31st March 2018 and the same be paid:

- a. In respect of shares held in physical form, to those members whose names appear on the Register of Members on 6th August 2018 and
- b. In respect of shares held in electronic form, to those members whose names appear in the list of beneficial owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Depositories, as at the end of business hours on 30th July 2018.

- 3. To appoint a Director in the place of Mr. C Subash Chandra Bose (DIN:06586982) 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. C Subash Chandra Bose (DIN: 06586982), a Director retiring by rotation being eligible and offering for re-election, is re-appointed as a Director of the Company, liable to retire by rotation.

- 4. To fix the remuneration of Auditors for the year 2018-19 by passing the following as an Ordinary Resolution**

RESOLVED THAT pursuant to Section 142 of the Companies Act, 2013, the Rules made thereunder and as recommended by the Audit Committee, the remuneration to M/s Brahmayya & Co., Chartered Accountants, Chennai, (ICAI Registration Number 000511S), the Auditors of the Company for the year 2018-19 is fixed as ₹ 10,75,000 (Rupees ten lakh seventy five thousand only) for audit and related services plus reimbursement of out of pocket expenses and applicable taxes.

SPECIAL BUSINESS

- 5. To ratify the remuneration to the Cost Auditor for the year 2017-18 by passing the following as an Ordinary Resolution**

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013, the remuneration of ₹ 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 2017-18 is ratified.

- 6. To appoint Mr. T K Arun (DIN: 021634273) as a Director of the Company by passing 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 and the Articles of Association of the Company, Mr. Thanjavur Kanakaraj Arun, [DIN 02163427] is appointed as a Director of the Company, liable to retire by rotation.

7. To approve the appointment of Mr. G D Sharma (DIN: 08060285) as an Independent Director by passing the following as Ordinary Resolutions:

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions if any of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Mr. Govindarajan Dattatreyan Sharma, [DIN: 08060285] is appointed as a Director of the Company.

RESOLVED FURTHER 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, SEBI (Listing Obligations and Disclosure Requirement), Regulation, 2015 and the Articles of Association of the Company, the appointment of Mr. Govindarajan Dattatreyan Sharma, [DIN 08060285] as an Independent Director of the Company for a period of five years from 5th February 2018 is approved.

8. To approve the increase in remuneration to Mr. C Subash Chandra Bose (DIN: 06586982), Wholetime Director (Works), by passing the following as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and subject to such other approvals as may be required, consent of the Members is accorded for the increased remuneration to Mr. C Subash Chandra Bose (DIN: 06586982), Whole time Director (Works) as shown below:

- a. Total annual remuneration shall be ₹ 26.88 lakh (Rupees twenty six lakh eighty eight thousand only) including annual performance pay of ₹ 7.56 lakh (Rupees seven lakh fifty six thousand only) and all other allowances.
- b. Annual Performance Pay shall be payable based on the performance of the Company and the individual, to be determined in accordance with the system followed by the Company.
- c. Contribution to Provident and other Funds, gratuity, leave with salary and encashment thereof, and other benefits shall be in accordance with the applicable law/ service rules of the Company.
- d. In the event of loss or inadequacy of profits, subject to (b) above, the aforesaid remuneration shall be the minimum remuneration payable to Mr. C Subash Chandra Bose.
- e. 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.
- f. The aforesaid revised remuneration shall be effective from 1st April 2018.
- g. All the other terms and conditions of appointment and remuneration shall remain the same.

Date: 16th May, 2018

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 31st July 2018 to 6th August 2018 (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. Particulars of the Directors seeking reappointment at the Annual General Meeting are enclosed and form an integral part of the Notice. The Directors have furnished the requisite declarations for their re-appointment.
4. 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% Shares 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, if the Member has not exercised e-voting.***

5. 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.
6. Electronic copy of the full version of the Annual Report for the year 2017-18 and the Notice of the 32nd 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 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.
7. Full version of the Annual Report and the Notice of the AGM are available in the Company's website viz., 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.
8. 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 12.
9. 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 by polling paper and Members who have not cast their vote by e-voting shall be able to exercise their right at the meeting.
10. As per SEBI guidelines, dividend is to be paid through electronic mode into the bank account as per the details furnished by the depositories. In case electronic payment is not possible, the bank account details, if available will be printed on the warrant/other payment instrument. The Company is not permitted to entertain any direct request for deletion or change of such bank details.
11. As per Section 125 of the Act, 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 ₹ 38,82,926 being the unpaid and unclaimed dividend amount pertaining to the year 2009-10 to the IEPF on 22-11-2017. The details of such transfer are available in the website of the Company.
12. Pursuant to Section 124 (6) of the Act, during the year 55,55,806 equity shares relating the unpaid/unclaimed dividends upto the year 2008-09 and for the year 2009-10 were also transferred to the IEPF. The details of the shares transferred are available in the website of the Company.
13. The details of unpaid dividend relating to the years 2010-11 to 2015-16 as on 25th July 2017 being the date of the last AGM is available in the website of the Company www.manalipetro.com. The updated details of unpaid dividend as on the date of the ensuing AGM relating to the years 2010-11 to 2016-17 will be uploaded in the Website of the Company in due course.

14. Dividend for the year 2010-11 remaining unclaimed and unpaid will be transferred to IEPF during September 2018. 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.
15. In addition to the above the related shares would also be transferred to the IEPF, if the shareholder has not encashed any dividend during a period of seven consecutive years, for which notices have been sent to the concerned individuals. They are requested to lodge their claims for unpaid dividend with the RTA immediately to avoid transfer of the dividend and the shares.
16. As per the extant law, the shareholders are entitled to claim the unpaid dividends and the equity shares transferred to the IEPF for which they are required to submit the request online in Form IEPF-5. The procedure for making the claims is available in the websites of the Company and also the IEPF.
17. 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.
18. 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.
19. SEBI vide circular dated 20th April 2018 has mandated the Company to collect copy of PAN and Bank account details from Members holding shares in physical form. Accordingly individual letters are being sent to those shareholders whose PAN and Bank account details are not available with the Company. Such shareholders are requested to provide the information at the earliest to the Company/RTA.
20. 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.
21. Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may download the form available in the website of the Company and submit the same to the RTA. Those holding shares in demat form may approach their DP for registering the nominations.
22. 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.
23. 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.
24. ***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 in connection with the meeting.*****EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, (the Act)**

Item No. 5

At the Board Meeting held on 4th September 2017, M/s. S. Gopalan & Associates, Cost Accountants, Chennai has been appointed as the Cost Auditor of the Company for the year 2017-18 on a remuneration of ₹ 3.50 lakh as recommended by the Audit Committee. As per Section 148 of the Act, 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.

Item No. 6

Mr. Thanjavur Kanakaraj Arun, (DIN: 02163427) was appointed as an Additional Director of the Company at the meeting held on 5th February 2018 and he holds office till the Annual General Meeting. Proposal has been received for his appointment as a Director of the Company under Section 160 of the Act. Since the proposal has been recommended by the Nomination and Remuneration Committee, there is no requirement of any deposit for considering the same. A brief profile of the appointee is given in the Annexure. Considering the qualification, experience, stature and past association of the appointee with the Company, the Board opines that his appointment as Director would be beneficial to the Company. Accordingly, the Board recommends the proposal for the consideration of the members as an Ordinary Resolution.

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

Item No. 7

Mr. Govindarajan Dattatreyan Sharma, [DIN: 08060285] was appointed as an Additional Director of the Company at the meeting held on 5th February 2018. In terms of the provisions of the Act, and the Articles of Association of the Company, Mr. Sharma has been appointed by the Board as an Independent Director under Section 149 read with other provisions, rules and Schedule IV to the Act for a period of five years from the said date. As per Section 150, the appointment is to be approved by the shareholders and hence the same is placed for consideration at the AGM. Pursuant to Section 149(13) of the Act, Mr. Sharma will not be liable to retirement by rotation.

Proposal has been received for his appointment as a Director of the Company under Section 160 of the Act, and there is no requirement of any deposit for considering the proposal in terms of the Proviso to Section 160(1) of the Act. A brief profile of the appointee is given in the Annexure.

The proposed appointee has given necessary declaration that he complies with the criteria for Independent Directors specified under Section 149 (6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). Considering the qualification, experience, stature, standing and based on the declaration and other disclosures received, in the opinion of the Board Mr. Sharma is qualified to be appointed as an Independent Director of the Company and his association and guidance will be of great value to the Company. Accordingly, the Board recommends the proposal for the consideration of the Members as an Ordinary Resolution.

Except, Mr. Sharma none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the proposal.

Item No. 8

Based on the recommendation of the Nomination and Remuneration Committee, the Board at the Meeting held on 16th May 2018 approved increased remuneration to Mr. C. Subash Chandra Bose (DIN: 06874838), Whole-time Director (Works) as detailed in the resolution. The revised remuneration is considered reasonable taking into account various factors including but not limited to the performance of the Company, the individual, remuneration to similarly placed executives in other companies and the like.

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 proposal for the consideration of the members as a Special Resolution.

Except Mr. C. Subash Chandra Bose, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Date: 16th May, 2018

Registered Office:

SPIC HOUSE,
88 Mount Road,
Guindy, Chennai – 600 032

By Order of the Board
for Manali Petrochemicals Limited

R. Kothandaraman
Company Secretary

INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED AT THE 32ND AGM

Items 3, 6 & 7 of the Notice

Brief Profiles of the proposed appointees

Mr. C. Subash Chandra Bose [DIN: 06586982], 46, is a B.Tech in Chemical Engineering from Coimbatore Institute of Technology. He joined the Company in the year 1993 as an Engineering Management Service Trainee. Over the years he has gained rich experience and currently heads the Operations and Maintenance, Materials Management and HR functions of MPL. He drives pilot project for manufacturing and scale up of new base polyols and polyurethane applications related to slab polyols, automotive systems, rigid foam systems and microcellular applications.

Mr. Bose was appointed as the Wholetime Director of the Company with effect from 28th May 2017 for a period of 3 years. He is a Member of the Stakeholders Relationship Committee of MPL.

Mr. Thanjavur Kanakaraj Arun, (DIN: 02163427), 58, holds a Bachelor's Degree in Commerce from Loyola College, University of Madras and is an Associate Member of the Institute of Company Secretaries of India, New Delhi. He retired as the Senior General Manager and Secretary of TIDCO, wholly owned by the Government of Tamil Nadu after illustrious service of over 3 decades.

During his tenure with TIDCO he had served as Nominee Director of many companies assisted by TIDCO such as Titan Company Limited (TCL), Southern Petrochemical Industries Corporation Limited (SPIC), Tamilnadu Petroproducts Limited (TPL), Ascendas IT Park Chennai Limited (Ascendas), Tanflora Infrastructure Park Limited (Tanflora), TIDEL Park Limited (TIDEL), Titan Time Products Ltd. (TTPL), TRIL Info Park Limited (TRIL), Tamil Nadu Road Development Company Limited (TNRDCL), etc. He was Member of Audit Committees and various other committees of such companies. He was a Director of MPL from October 2009 till November 2017 and was Member of all the Committees of Directors.

Mr. Arun has 35 years of experience in investment promotion and project development. He has worked in multiple state and central government organizations in sectors including, equity investments, investment promotion, ports, water supply and infrastructure. He has wide experience in commercial negotiations, contracting and contract management, structuring of PPP infrastructure projects in Ports, roads and IT sectors, procurement of developers for PPP projects, Management of PPP contracts, management of project contracts including financing, concession documents, arbitration and conciliation proceedings and asset re-structuring. Having served on the Boards and committees of several companies for over ten years, he has a good exposure to Corporate Governance. Post his retirement he is advising established corporates on legal, administrative and governance processes.

Mr. Arun is a Director of Southern Petrochemical Industries Corporation Limited (SPIC). He is a Member of the Audit Committees and Risk Management Committees of MPL and SPIC and a Member of the Fund Raising Committee of MPL and Assets Sales Committee of SPIC.

Mr. Govindarajan Dattatreyan Sharma, [DIN: 08060285], 63, a Post Graduate in Personnel Management & Industrial Relations from Tata Institute of Social Sciences, is a Senior HR professional with over 38 years' experience across industry verticals. He has held senior positions and led the HR function in various corporates such as BGR Energy Systems, Larsen & Toubro, Vedanta (Sterlite) Group, SRA Systems, E.I.D. Parry and SPIC.

At present he is Principal Consultant, Beeline HR Advisory, his own HR & Management Consulting Firm, advising major organizations, Institutions and individuals on managing growth and helping them realize their potential. His clientele include industries in various sectors such as logistics, automobile, engineering, cosmetics & fragrances, sugar and chemicals, cement, engineering & construction, project management, oil & gas, water & utilities, thermal power, coal imports, fertilizers & chemicals.

Currently, he advises on various issues & subjects such as CEO & Leadership Advisory, Vision-Mission & Alignment, Values Clarification & Articulation, Cultural Transformation, Organization Restructuring, Compensation & Benefits Study and Rationalization, Work Study, Manpower Allocation & Utilization, De-layering, Formulation of HR Policies & Processes, Talent Assessment & Management, Leadership Development & Potential Assessment, Management Development & Training, Trade Union Management

& Negotiations, Mentoring & Counselling, Post-merger Change Management, Design & Implementation of CSR Policies & Projects, etc.

Mr. Sharma is a well-respected HR veteran, with rich experience in the complete spectrum of the human resources functions across varied business segments. He has had exposure to multi-national mergers and acquisitions, cross-cultural change management, large scale integration facilitation skills and the like. He has designed and successfully implemented management and leadership development initiatives across the enterprise, and is well-versed in strategically aligning HR with Business.

Mr. Sharma also plays an active role in Education/Academia and Training, and is associated as Advisor, Adjunct Faculty, Visiting Faculty, and Mentor with prestigious B-Schools and leading Business houses. He was the first industry professional to speak about Personal Branding in 2004, and is a much sought-after trainer, speaker, rapporteur, facilitator and moderator in professional, social and cultural circles.

Mr. Sharma has won many Awards and Distinctions. He was the Best Outgoing Student of the 1979 batch of M.A (PM & IR) at TISS and a Gold Medalist. His other Awards include Rotary Foundation Group Study Exchange Fellowship in 1985; Fellowship of AOTS in 1996; Leadership Excellence Award from ITM University in 2006; Lifetime Achievement Awards by HR Sangam in 2016 and HR Caucus in 2018.

Mr. Sharma is not a Director in any other Company. He is a Member of the Risk Management Committee, Nomination and Remuneration Committee and CSR Committee of MPL.

None of the above appointees hold any shares in the Company nor has any relationship with other directors and other Key Managerial Personnel of the Company. The details of meetings attended by these Directors during the year 2017-18 are furnished in the Corporate Governance Report.

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	Year	Net Sales	PAT	Exports	Dividend %
		₹ in lakh				
		2017-18	63,392.48	5,487.02	1,049.68	10
		2016-17	57,656.57	4,227.36	2,492.58	10
	2015-16	57,904.20	4,821.25	2,078.12	10	
(4)	Foreign investments or collaborations, if any	The Company has invested ₹ 110 crore in its Wholly Owned Subsidiary AMCHEM Speciality Chemicals Pvt. Limited, Singapore.				

II. INFORMATION ABOUT THE WHOLE-TIME DIRECTOR

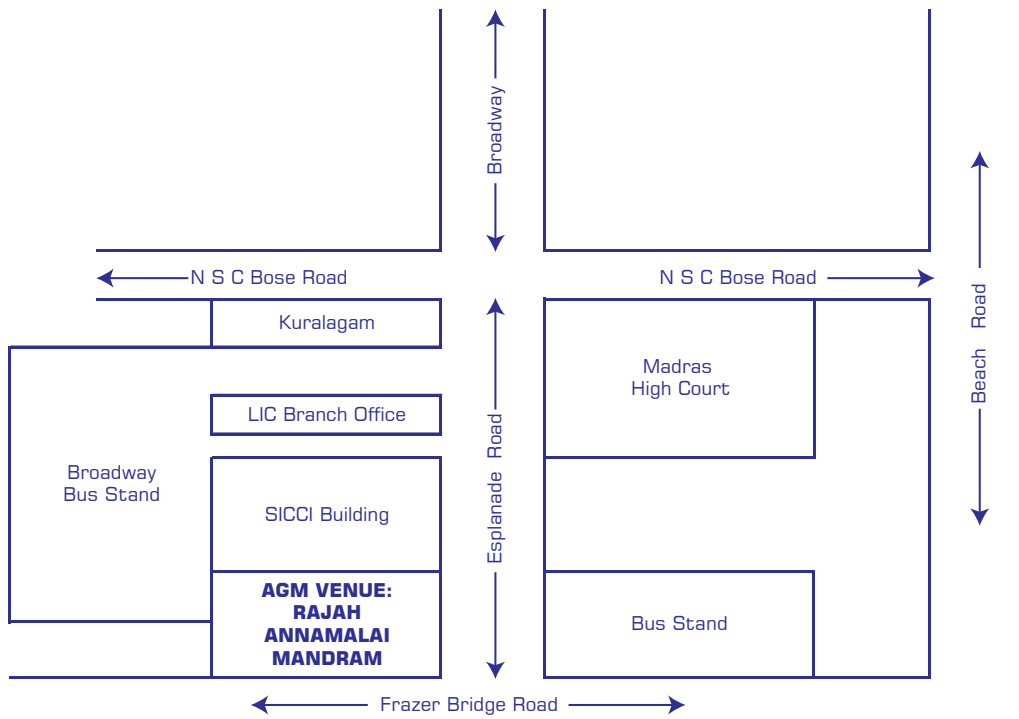
(1)	Name	Mr. C. Subash Chandra Bose (DIN: 06586982)
(2)	Background details	Furnished in the Explanatory statement
(3)	Past remuneration	₹ 24.32 lakh, excluding contribution to Provident and other funds, leave, gratuity and other benefits as per the applicable law/service rules of the Company.

(4)	Job profile and his suitability	As the Whole-time Director (Works) Mr. C. Subash Chandra Bose is responsible for the Plant operations, and other matters as may be delegated by the Managing Director from time to time. Taking into account his previous experience with the Company, 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 the Whole-time Director (Works) of the Company.
(5)	Remuneration proposed	As given in the Special Resolution
(6)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL

III. DISCLOSURES

(1)	Information on remuneration package	Details furnished in the relevant resolution.
(2)	Other disclosures	Information on elements of remuneration, components, terms of service and stock option are furnished in the resolution/report on Corporate Governance annexed to the Report of the Board of Directors.

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 **3rd August 2018 at 9.00 AM and ends on 5th August 2018 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, 30th July 2018 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.
- (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 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"> 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. 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.
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 as mentioned in instruction (v).

- (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 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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, under help section or write an email to 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 Website: 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. REPRESENTATIVES OF CORPORATE MEMBERS ARE REQUIRED TO PROVIDE CERTIFIED COPY OF THE RELEVANT BOARD RESOLUTION TO ATTEND AND VOTE 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 32nd ANNUAL GENERAL MEETING of the Company held at **RAJAH ANNAMALAI MANDRAM**, Esplanade, Chennai - 600 108 at 10.00 AM on Monday, the 6th August, 2018.

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 Website: 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 32nd Annual General Meeting of the Company, to be held on Monday, the 6th August, 2018 at 10.00 AM 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
---	---	---	---	---	---	---	---

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

Signed this _____ day of _____ 2018.

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.



**REQUEST TO SHAREHOLDERS FOR INFORMATION UNDER SECTION 88 OF
THE COMPANIES ACT, 2013 AND TO REGISTER THEIR E-MAIL IDs**

1. As per Section 88 of the Companies Act, 2013 (the Act) the Register of Members is required to be updated with certain additional particulars, such as PAN, CIN/UIN etc. Persons holding shares in physical form are requested to furnish the relevant information to enable the Company to comply with the said requirements of the Act.
2. The Ministry of Corporate Affairs and the Securities Exchange Board of India have, as part of their Green Initiative permitted the companies to send the annual report, notices and other communication to the shareholders in electronic form. As per Rule 18 of the Companies (Management & Administration) Rules, 2014 the Company shall provide an advance opportunity at least once in a financial year, to the member to register his e-mail address and changes therein. Accordingly for receiving the annual report and other communication from the Company electronically, all the members who hold shares in physical form are requested to register their e-mail ids with the Registrar and Share Transfer Agents in the format appended. Members holding shares in demat form may kindly furnish their details to their Depository Participant.

The information may be filled in the below form duly signed and sent to the Registrar and Share Transfer Agents through post, courier or by e-mail with the scanned copy of the duly signed form or handed over at the AGM Venue.

**Cameo Corporate Services Limited,
Unit: Manali Petrochemicals Limited**

Subramanian Building

1 Club House Road, Chennai 600 002

E-mail:investor@cameoindia.com

Dear Sirs,

As requested I am furnishing the additional particulars relating to my holding in the above Company, which may kindly be registered.

Name of the Sole/First Holder	
Folio No.	
E-mail id	
PAN	
CIN/UIN	

I also hereby register for receipt of communication including notices and annual reports electronically to the above e-mail address.

Thanking you

Yours faithfully

Place:

Date:

Signature



Manali Petrochemicals Limited

Registered Office:

SPIC House, 88 Mount Road Guindy, Chennai 600 032

CIN: L24294TN1986PLC013087

Telefax: 044-2235 1098

Email: companysecretary@manalipetro.com

Website: www.manalipetro.com