



# **ANNUAL REPORT**

**2016 - 17**

**Manali Petrochemicals Limited**

## Notice to Shareholders

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting of the Company will be held at 10.30 a.m. on Tuesday, the 25<sup>th</sup> July 2017 at Rajah Annamalai Mandram, No. 5 Esplanade Road (Opp. to 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 31<sup>st</sup> March 2017 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 31<sup>st</sup> March 2017 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 March 31, 2017 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 25<sup>th</sup> July 2017 and
- ii. In respect of shares held in electronic form, to those members whose names appear in the list of beneficial owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Depositories, as at the end of business hours on 8<sup>th</sup> July 2017.

3. **To appoint a Director in the place of Mr. Ashwin C Muthiah [DIN: 00255679], 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. Ashwin C Muthiah [DIN: 00255679], 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 Auditors of the Company and fix their remuneration by passing the following as an Ordinary Resolution:**

RESOLVED THAT

- i. Pursuant to Section 139 of the Companies Act, 2013, and the Rules made thereunder and as recommended by the Audit Committee of the Board of Directors, M/s. Brahmayya & Co., Chartered Accountants, Chennai with ICAI Registration Number 000511S be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 36<sup>th</sup> Annual General Meeting of the Company to be held during the year 2022.
- ii. The Auditors be paid a remuneration of Rs. 10,75,000/- (Rupees ten lakh seventy five thousand only) plus reimbursement of out of pocket expenses and applicable taxes for the year 2017-18, for the audit and related services.

### SPECIAL BUSINESS

5. **To consider and if thought fit, to pass the following as an Ordinary Resolution to appoint Mr. C Subhash Chandra Bose [DIN: 06586982] as a Director:**

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. C. Subhash Chandra Bose, (DIN: 06586982] be and is hereby appointed as a Director of the Company liable to retire by rotation.

6. **To consider and if thought fit, to pass the following as a Special Resolution to approve the reappointment of Mr. Muthukrishnan Ravi as the Managing Director:**

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, the service rules of the Company and also subject to the approval of the Central Government and such other approvals as may be required consent of the Members is accorded for the reappointment of Mr. Muthukrishnan Ravi (DIN: 03605222) as the Managing Director of the Company on the following terms and conditions:

A PERIOD OF APPOINTMENT : 3 YEARS (29.07.2017 to 28.07.2020)

B NATURE OF APPOINTMENT : CONTRACTUAL

C REMUNERATION :

Mr. Muthukrishnan Ravi (DIN: 03605222) shall not draw any remuneration from the Company but shall be eligible for the following, which shall not be deemed to be his remuneration:

- ✓ Provision of car with driver for use while in India.
- ✓ Provision of telephone, computer and other communication facilities and devices.
- ✓ 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.

7. **To consider and if thought fit, to pass the following as a Special Resolution to approve the appointment and remuneration of Mr. C. Subash Chandra Bose, as the Whole-time Director (Works):**

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, the service rules of the Company and also subject to such other approvals as may be required consent of the Members is accorded for the appointment of Mr. C. Subash Chandra Bose (DIN: 06586982) as the Whole-time Director (Works) of the Company on the following terms and conditions:

A PERIOD OF APPOINTMENT : 3 YEARS (28.05.2017 to 27.05.2020)

B NATURE OF APPOINTMENT : CONTRACTUAL

C REMUNERATION :

Mr. C. Subash Chandra Bose [DIN: 06586982] shall be paid remuneration as detailed below:

- a. Total annual remuneration shall be Rs. 24.32 lakh, including annual performance pay of Rs. 6.87 lakh and all other allowances but excluding leave encashment as per the service rules of the Company
- b. Contribution to Provident and other Funds, leave, gratuity and other benefits shall be in accordance with the applicable law/service rules of the Company.
- c. The following shall not be deemed to be remuneration to Mr. C. Subash Chandra Bose [DIN: 06586982]
  - ✓ Provision of local travel facilities, telephone at residence and mobile phone and other communication facilities.
  - ✓ Reimbursement of entertainment expenses and travelling expenses actually incurred for the conduct of the business of the Company, subject to a reasonable ceiling as may be fixed by the Managing Director 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, the above shall be the minimum remuneration payable to the appointee. The contribution to provident fund and other funds, gratuity and leave encashment at the end of the tenure shall not be included in the computation of ceiling for the aforesaid minimum remuneration.

Date: 16<sup>th</sup> May, 2017

**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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#### IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 10<sup>th</sup> July 2017 to 25<sup>th</sup> July 2017 (both days inclusive) in connection with the Annual General Meeting (AGM) and 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, if the Member has not exercised e-voting.***
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. As per Section 125 of the Companies Act, 2013, 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. 28,89,664/- being the unpaid and unclaimed dividend amount pertaining to the year 2008-09 to the IEPF on 10-11-2016. The details of such transfer are available in the website of the Company.
6. The details of unpaid dividend relating to the years 2009-10 to 2014-15 as on 21<sup>st</sup> September 2016 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 2009-10 to 2015-16 will be uploaded in the Website of the Company in due course.
7. Dividend for the year 2009-10 remaining unclaimed and unpaid will be transferred to IEPF during November 2017. 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.
8. As per the extant law, investors are entitled to claim the unpaid dividends 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.

9. 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.
10. 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.
11. Particulars of the Directors seeking appointment/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 appointment/reappointment.
12. Electronic copy of the full version of the Annual Report for the year 2016-17 and the Notice of the 31<sup>st</sup> 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 and receive the full version of the Annual Report and other communications in electronic form to contribute their mite to green environment.
13. 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.
14. 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 11.
15. 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.
16. 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.
17. 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.
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.
19. **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.**

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 5 & 7**

At the Board Meeting held on 16<sup>th</sup> May 2017, **Mr. C. Subash Chandra Bose [DIN: 06586982]** has been appointed as an Additional Director from 28<sup>th</sup> May 2017. 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 160.

Mr. C. Subash Chandra Bose, aged about 45 is a B. Tech 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 in the operations of MPL and currently heads the Research and Development (R&D), Quality Assurance, Technical Services, Materials Management and HR functions. He drives pilot projects for manufacturing and scale up of new base polyols and polyurethane applications related to slab polyols, automotive systems, rigid foam systems and microcellular applications.

At the meeting held on 16<sup>th</sup> May 2017, Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, appointed Mr. C. Subash Chandra Bose as the Whole-time Director (Works) for a period of 3 years on the terms and conditions as set out in the resolution.

Mr. C. Subash Chandra Bose does not hold any shares in MPL and he is a director of Manali Petrochemical Executives Welfare Private Limited and Manali Petrochemical Officers and Staff Welfare Private Limited. He is a Member of the Stakeholders Relationship Committee of MPL.

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 resolutions for the consideration of the members, as ordinary and special resolutions respectively.

Except Mr. C. Subash Chandra Bose, 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. 6**

**Mr. Muthukrishnan Ravi [DIN: 03605222]** a B.Tech. and MBA from XLRI, 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 1<sup>st</sup> April 2011. He was appointed as an Additional Director and Whole-time Director of the Company at the Board Meeting held on 29<sup>th</sup> July 2011. Mr. Ravi took over as a Managing Director of the Company from 1<sup>st</sup> October 2011, held office till 28<sup>th</sup> July 2014 and was reappointed for a further period of 3 years. He was also the MD of Tamilnadu Petroproducts Limited from 4<sup>th</sup> February 2013 till 3<sup>rd</sup> February 2016.

With MPL taking up overseas projects, Mr. Ravi relocated to Singapore from 1<sup>st</sup> April 2016 as the CEO of AMCHEM Speciality Chemicals Private Limited, the Wholly Owned Subsidiary of MPL, pursuant to the approval of the Members through Postal Ballot and he has been the MD of MPL without remuneration then on.

At the meeting held on 31<sup>st</sup> January 2017, 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 as set out in the resolution subject to the approval of the Members and also the Central Government. Since Mr. Ravi, being a Singapore Citizen, has not been an Indian resident since 1<sup>st</sup> April 2016 within the meaning of Schedule V to the Act. Hence application has been made to the Central Government, seeking approval for his reappointment.

Mr. Ravi does not hold any shares in MPL and is not a Director of any other Company. He is a member of the Stakeholders' Relationship Committee of MPL.

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 or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the above proposal.

Date: 16<sup>th</sup> May, 2017

**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	<b>Year</b>	<b>Sales</b>	<b>PAT</b>	<b>Exports</b>	<b>Dividend %</b>
		Rs. in lakh				
		2016-17	64,207.64	4,042.43	2,492.58	10
		2015-16	64,162.17	4,821.25	2,078.12	10
	2014-15	81,322.18	4,399.12	3,366.73	10	
(4)	Foreign investments or collaborations, if any	NIL				

### II. INFORMATION ABOUT THE APPOINTEES

#### a. Mr. Muthukrishnan Ravi

(1)	Name	Mr. Muthukrishnan Ravi (DIN: 03605222)
(2)	Background details	Furnished in the Explanatory statement
(3)	Past remuneration	Rs. 110 lakh per annum including Rs. 30 lakh as annual Performance Pay and all other allowances excluding contribution to Provident and Other Funds, leave gratuity and other benefits in accordance with applicable law/service rules of the Company till 31.03.2016 and no remuneration from 01.04.2016. The remuneration was shared with Tamilnadu Petroproducts Limited during his tenure as the MD from 4 <sup>th</sup> February 2013 to 3 <sup>rd</sup> February 2016.
(4)	Job profile and his suitability	As the 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. 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.
(5)	Remuneration proposed	NIL
(6)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL

**b. Mr. C. Subash Chandra Bose**

(1)	Name	Mr. C. Subash Chandra Bose (DIN: 06586982)
(2)	Background details	Furnished in the Explanatory statement
(3)	Past remuneration	This is his first appointment as Director.
(4)	Job profile and his suitability	As the Whole-time Director (Works) Mr. C. Subash Chandra Bose will be responsible for the Plant operations, and other matters 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 with the Company, educational background, knowledge about the industry 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.
(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/Corporate Governance Report annexed to the Report of the Board of Directors.

**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 31ST AGM.**

**Mr. Ashwin C Muthiah [DIN: 00255679]**, appointed as a Director of the Company on 27<sup>th</sup> April 2007 is aged about 51 years and is a graduate in Commerce from University of Madras and has a Master's Degree in Business Administration from Philadelphia University. He heads the operations of the business house founded by Dr. M.A. Chidambaram with interests in fertilizers, petrochemicals, trading, shipping and offshore activities.

Mr. Ashwin C Muthiah does not hold any shares in the Company. He is the Chairman of Southern Petrochemical Industries Corporation Limited (SPIC) and Sicagen India Limited (SIL); Vice Chairman of Tamilnadu Petroproducts Limited (TPL) and Director in ACM Educational Foundation, ACM Medical Foundation, AMI Holdings Private Limited, Bengal Auto Parts Private Limited, MAC Spin Foundation, Mitsuba Sical India Private Limited, SPIC Group Companies Employees Welfare Foundation and AM Foundation.

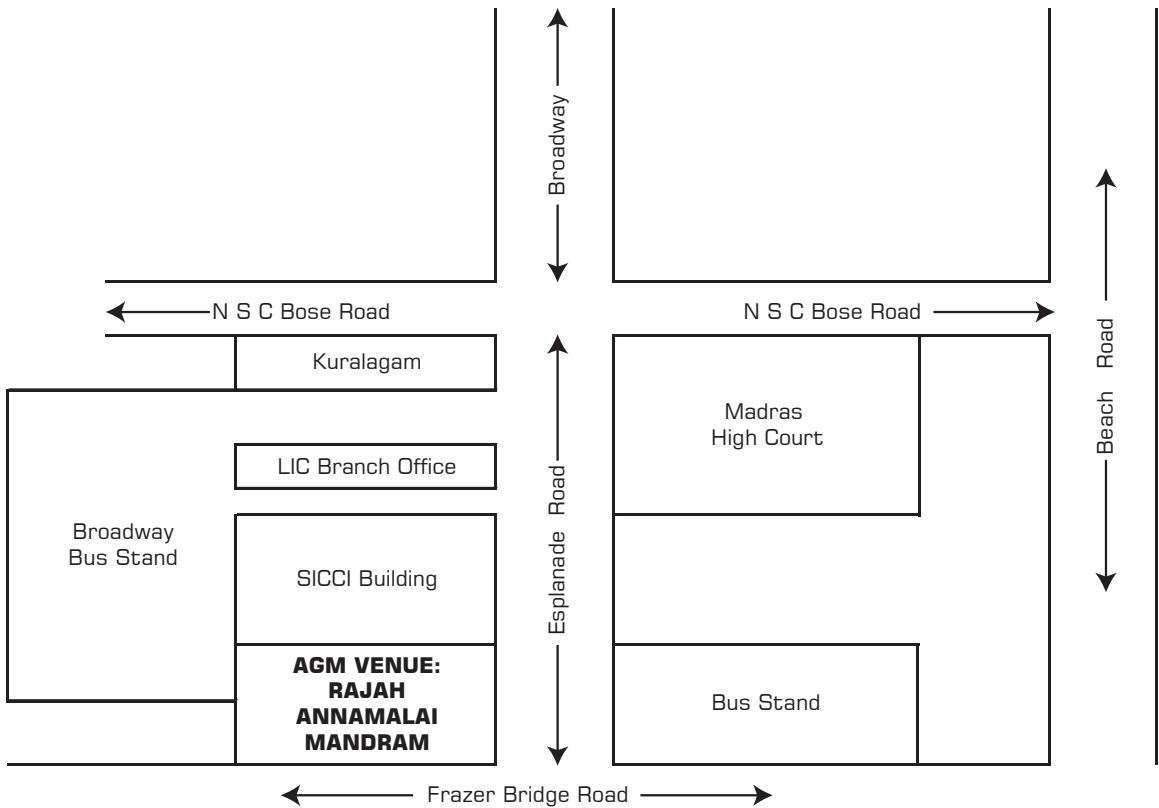
He is the Chairman of the Corporate Social Responsibility (CSR) Committee of MPL, TPL and SIL. Also he is the Chairman of Stakeholders' Relationship Committee (SRC) of MPL and a member of SRC of TPL and Nomination and Remuneration Committee (NRC) of TPL and SPIC.

Profiles of **Mr. Muthukrishnan Ravi** and **Mr. C. Subash Chandra Bose** have been furnished in the Explanatory Statement.

None of the above appointees have any relationship with other Directors or other Key Managerial Personnel of the Company. The details of meetings attended by Mr. Ashwin C Muthiah and Mr. Muthukrishnan Ravi during the year 2016-17 are furnished in the Corporate Governance Report.



**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 **21<sup>st</sup> July 2017 at 9.00 AM** and ends on **24<sup>th</sup> July 2017 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 18<sup>th</sup> July 2017 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <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 OR Date of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <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 31<sup>st</sup> ANNUAL GENERAL MEETING of the Company held at **RAJAH ANNAMALAI MANDRAM**, Esplanade, Chennai - 600 108 at 10.30 A.M. on Tuesday, the 25<sup>th</sup> July, 2017.

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 31<sup>st</sup> Annual General Meeting of the Company, to be held on Tuesday, the 25<sup>th</sup> July, 2017 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
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(Tick Mark the Sl. No. of Resolutions for which the proxy is appointed)

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

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)