

Ref: MPL / Sect1 / BSE & NSE / E-2 & E-3 / 2016

February 24, 2016

The Manager,
Listing Department,
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P J Tower,
Dalal Street, Fort,
Mumbai – 400 001.
Stock Code: 500268

The Listing Department
National Stock Exchange of India
Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East)
Mumbai – 400 051
Stock Code: MANALIPETC

Dear Sir:

Sub: Postal Ballot Notice

Please find attached a copy of the Postal Ballot Notice seeking consent of the Members for Mr. Muthukrishnan Ravi (DIN: 03605222), Managing Director of the Company to hold office or place of profit in the Wholly Owned Subsidiary of the Company.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully

For Manali Petrochemicals Limited



R. Kothandaraman

Company Secretary

Encl.: As stated



Manali Petrochemicals Limited

Registered Office: SPIC House, 88, Mount Road, Guindy, Chennai – 600 032

CIN: L24294TN1986PLC013087, Telefax: 22351098

Website: www.manalipetro.com, E-mail: companysecretary@manalipetro.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the Act), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) seeking the consent of the Members for the Special Business by way of an Ordinary Resolution, through postal ballot for appointment of Mr. Muthukrishnan Ravi (DIN: 03605222), Managing Director of the Company to hold an office or place of profit in AMCHEM Specialty Chemicals Private Limited, Singapore, the Wholly Owned Subsidiary of the Company, in terms of Section 188 and other applicable provisions of the Act and the rules made thereunder.

The draft of the Resolution to be passed for this purpose, together with the Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts and reasons thereto, are appended and the Postal Ballot Form is annexed so as to enable members for sending their assent or dissent in writing through postal ballot.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations) and in terms of Section 108 of the Act, and the Rules made thereunder, the Company has engaged Central Depository Services (India) Limited (CDSL) as the agency for facilitating the members to communicate their assent or dissent for the said resolution through Electronic Means. The detailed procedure for voting through Electronic Means is given in the Notes.

Mrs.B.Chandra, Practising Company Secretary, Chennai, has been appointed as the Scrutinizer, for conducting the voting by postal ballot and through electronic means in a fair and transparent manner, in terms of the resolution of the Board passed at its meeting held on 2nd February 2016. Members may participate in the voting on the said resolution either by

- I. Returning the postal ballot form duly completed as per the instructions contained therein, in the attached self-addressed business reply envelope,

so as to reach the Scrutinizer not later than 5.00 p.m. on Saturday, 26th March 2016; or

- II. Casting their votes electronically from Friday, 26th February 2016 (9.00 a.m) to Saturday, 26th March 2016 (5.00 p.m) by following the procedures as explained in the Notes.

The Scrutinizer will submit her report on the results of voting by means of postal ballot and through electronic means to the Chairman of the Company or any person authorized by him, after completion of the scrutiny of postal ballot forms and votes received through 'electronic means'.

The results will be announced by the Chairman and in his absence by any other Director of the Company, at the registered office of the Company at SPIC House, 88, Mount Road, Guindy, Chennai 600 032 on Tuesday, 29th March 2016 at 5.00 p.m. The results along with the Scrutinizer's report will also be posted on the Company's website www.manalipetro.com, the website of CDSL and communicated to the Stock Exchanges as required under the relevant law.

The last date of voting, i.e., Saturday, 26th March 2016 will be taken to be the date of passing of the said ordinary resolution by the members of the Company at a meeting convened in that behalf.

The Notice of Postal Ballot and Ballot Form have also been placed on the Company's website viz., www.manalipetro.com for use by the Members.

Members requiring any clarification may contact the Company Secretary and Compliance Officer at the registered office of the Company at the address given above or through e-mail viz., companysecretary@manalipetro.com

All documents, referred to in the Notice, and in the Explanatory Statement referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company during office hours on all working days between 9.00 a.m. and 5.00 p.m. upto and including 26th March, 2016.

SPECIAL BUSINESS

Approval for appointment of Mr Muthukrishnan Ravi, (DIN: 03605222) Managing Director to hold office or place of profit in AMCHEM Specialty Chemicals Private Limited, Singapore, the Wholly Owned Subsidiary of the Company in terms of Section 188 and other applicable provisions of the Companies Act, 2013.

To consider, and if thought fit, to approve the following as an Ordinary Resolution:

RESOLVED THAT

- a. Pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and subject to such other approvals as may be required, sanction is accorded to appoint Mr. Muthukrishnan Ravi, (DIN: 03605222) Managing Director, to hold office or place of profit in AMCHEM Specialty Chemicals Private Limited, Singapore, the Wholly Owned Subsidiary of the Company on such terms and conditions as may be decided from time to time by the Board of Directors of the said Subsidiary.
- b. The Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committees, which

the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons), is authorized to take such further actions as may be required for giving effect to the above proposal, which shall include the power to settle all or any matter, issue or question arising out of or in relation to or incidental to the aforesaid proposal and to do all other acts, deeds, matters and things as, the Board in its absolute discretion and as may be necessary, expedient or desirable in this regard.

By order of the Board
For Manali Petrochemicals Limited

Place: Chennai
Date: 24.02.2016

R Kothandaraman
Company Secretary

Appendices/Enclosures :

- (1) Explanatory Statement in terms of Section 102 (1) of the Act 2013 and the procedures for voting .
- (2) Postal ballot form and
- (3) Self-addressed business reply envelope.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS - ORDINARY RESOLUTION

The Company is embarking on various overseas business proposals for which a Wholly Owned Subsidiary viz. AMCHEM Specialty Chemicals Private Limited has been set up in Singapore, (the WOS). In order to focus on these initiatives and also for close monitoring and early completion of the plans, it is required to engage the services of a senior professional for oversight of the affairs of the said WOS. Mr. Muthukrishnan Ravi (DIN: 03605222), Managing Director of the Company has vast experience in international business having held senior positions in ESSO, Singapore and DOW Chemicals for over a decade. Therefore it is proposed to utilize the services of Mr. Ravi for the management of the operations of the WOS. Accordingly Mr. Ravi will take up the aforesaid assignment with the WOS from 1st April 2016 on the terms and conditions to be determined by the Board of Directors of the WOS from time to time.

Mr. Ravi will continue to be the Managing Director of the Company and manage the domestic operations also, but will not draw any remuneration from the Company, effective the said date. The above proposal is expected to benefit the Company in taking forward

its international business plans at the earliest and establish itself as an Indian Multinational Company.

Pursuant to Section 188 of the Companies Act, 2013 read with the relevant Rules, prior approval of the Members is to be obtained for appointment of a Director to hold any office or place of profit in its subsidiary and receive remuneration in excess of the limits specified therein. Accordingly, the Board recommends the Ordinary Resolution as set out in the Postal Ballot Notice for giving effect to the proposal to be effective from 1st April 2016.

Excepting Mr. Muthukrishnan Ravi, Managing Director, none of the other Directors or KMPs of the Company or their relatives is deemed concerned or interested in the above resolution.

By order of the Board
For Manali Petrochemicals Limited

Place: Chennai
Date: 24.02.2016

R Kothandaraman
Company Secretary

NOTES:

- (1) Notice along with the Postal Ballot Form is being sent to the Members whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 19th February 2016 (the Cut Off Date), in electronic form to the e-mail addresses registered with their Depository Participants or as the case may be the Company's Registrar and Share Transfer Agents. For members whose e-mail addresses are not registered, physical copy of the Notice is being sent by permitted mode along with the Postal Ballot Form and a self addressed business reply envelope.
- (2) Members, who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the Company's website: www.manalipetro.com, where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form, so as to reach the Scrutinizer on or before on Saturday, 26th March 2016 at 5.00 p.m.
- (3) Resolution passed by the members through postal ballot, including voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf on the aforesaid date.
- (4) Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Regulations, the Company has provided facility to the Members to exercise their votes through electronic means and has engaged the services of CDSL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are furnished in the Notes.
- (5) Members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case Members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- (6) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / Beneficial Owner (in case of electronic shareholding) as on the cut-off date i.e., on Friday, 19th February 2016 being the date fixed for determining the voting rights of Members entitled to participate in the Voting process through postal ballot or e-Voting .
- (7) A Member cannot exercise his vote by proxy on postal ballot or e-voting
- (8) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
- (9) Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

Instructions for participating in the voting

a. For Voting through Postal Ballot Form

Members who wish to vote through Physical Postal Ballot are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the same duly completed in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 26th March 2016, 5.00 p.m. Postage will be borne and paid by the Company.

b. For voting through Electronic Mode

(i) The voting period begins on 26th February 2016 at 9.00 a.m. and ends on 26th March 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 19th February 2016 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website of CDSL www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter their Folio Number allotted by the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) 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) *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.
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. •If both the details are not recorded with the Depository Participant or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Manali Petrochemicals Limited and you will be directed to the E-Voting Screen.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) 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.

(xix) 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

Registered Office: SPIC House, 88, Mount Road, Guindy, Chennai – 600 032

CIN: L24294TN1986PLC013087, Telefax: 22351098

Website: www.manalipetro.com, E-mail: companysecretary@manalipetro.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Name & Registered Address of the Sole/First named Member/ Beneficial Owner	
Name(s) of Joint Holders, if any	
Folio No. / DP ID-Client ID (for shares held in demat form)	
No. of shares held as on 19-02-2016 (Cut-off Date)	

I / We hereby exercise my / our vote in respect of the Ordinary Resolution to be passed through postal ballot for the Special Business stated in the Notice of Postal Ballot dated 24th February 2016 issued by the Company by conveying my / our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item no.	Resolution summary	No. of shares	I assent to the Resolution (For) Please tick	I dissent to the Resolution (Against) Please tick
1	Ordinary Resolution to accord approval for the appointment of Mr. Muthukrishnan Ravi, (DIN: 03605222) Managing Director of the Company to hold office or place of profit in AMCHEM Specialty Chemicals Private Limited, Singapore, the Wholly Owned Subsidiary of the Company.			
Place:				
Date:		Signature of the Member		

Notes:

1. Please read the instructions printed overleaf carefully before filling this Form. For e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice. Please use only indelible ink and not any erasable writing mode for filling up the form, which could render the Ballot Form invalid.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 26th March 2016, (5.00 p.m.).

Instructions

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person with the Scrutinizer or sent by courier / speed post at the expense of the Member will also be accepted.
 2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice.
 3. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
 4. There will be only one Postal Ballot Form for each of the Folio/Client ID irrespective of the number of shares or joint holders. This form should be completed and signed by the Shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first-named Member and in his / her absence, by the next named Member.
 5. Consent must be accorded by placing a tick mark [in the column 'I assent to the resolution'] or dissent must be accorded by placing a tick mark [in the column 'I dissent to the resolution'].
 6. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way. In other words a Member may exercise any part of the votes in any way he/she wants (For or Against or Not Vote at all) subject however to the condition that the aggregate of votes used shall not be more than his/her total voting rights under the respective folio/demat account as on the cut-off date.
 7. The votes of a Member will be considered invalid on any of the following grounds:
 - a. Postal Ballot Forms without the signature of the shareholder as per (4) above;
 - b. If the Member's signature does not tally;
 - c. If the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds the total number of Shares held as on the cut-off date;
 - d. If the Postal Ballot Form is incomplete or incorrectly filled;
 - e. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above;
 - f. If the Member has also exercised his vote through electronic means.
 8. Duly completed Postal Ballot Forms should reach the Scrutinizer by 5.00 p.m. on or before 26th March 2016. If any Postal Ballot Form is received after this date and time, it will be considered that no reply from such Member has been received.
 9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in Item (8) above.
 10. In case of shares held by Companies, Trusts, Societies, other Bodies Corporate, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney / such other similar document. Else the vote will be liable to be rejected.
 11. Members are requested NOT to write anything on the Postal Ballot Form except giving the information specified therein and also NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope in as much as all such envelopes will be sent to the Scrutinizer. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
 12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the Cut-off Date viz., 19th February 2016.
 13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
 14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
 15. There is no provision for voting on the postal ballot through proxy and only the concerned shareholder or any person duly authorized by him/her are entitled to vote.
-