

**RESULT OF VOTING BY POSTAL BALLOT THROUGH REMOTE E-VOTING**

Notice of Postal Ballot dated 22<sup>nd</sup> February 2022 was issued pursuant to Section 110 of the Companies Act, 2013 (the Act), Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) and MCA Circular dated 8<sup>th</sup> December 2021 read with the other Circulars referred to therein seeking prior approval of the Members through postal ballot by e-voting for transactions with Tamilnadu Petroproducts Limited a Related Party within the meaning of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (the Regulations):

The draft of the Resolution to be passed for these purpose, together with the Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts and reasons thereto, was circulated to the Members for sending their assent or dissent through remote E-voting.

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 there-under, the Company engaged Central Depository Services (India) Limited (CDSL) as the agency for facilitating the members to communicate their assent or dissent through **Electronic Means** in respect of the aforesaid resolution. The e-voting commenced at 9.00 AM on 25<sup>th</sup> February 2022 and ended on 26<sup>th</sup> March 2022 at 5.00 PM.

M/s. B Chandra & Associates, Practising Company Secretaries, Chennai, was appointed as the Scrutinizers, in terms of the resolution of the Board passed at its meeting held on 10<sup>th</sup> February 2022 for conducting the voting by postal ballot and through electronic means in a fair and transparent manner.

Upon completion of the voting process at 5.00 pm on 26<sup>th</sup> March 2022 the Scrutinizers submitted their report on 28<sup>th</sup> March 2022 (copy enclosed). As per the Report, the following resolution proposed in the notice of the Postal Ballot has been duly passed as an **Ordinary Resolution**:

**ORDINARY RESOLUTION**

**Prior approval for material related party transactions**

RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, prior approval is accorded for transactions with Tamilnadu Petroproducts Limited during financial year 2022-23 for purchase and sale of goods and services and other transactions for aggregate value upto ₹ 350 crore (Rupees three hundred and fifty crore) plus applicable taxes and duties.

By order of the Board  
For Manali Petrochemicals Limited



M Karthikeyan  
DIN: 08747186  
Whole-Time Director (Operations)

Place: Chennai  
Date: 28.03.2022



**Factories :**

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Plant - 2 : Sathangadu Village, Manali, Chennai - 600 068  
Phone : 044 - 2594 1025 Fax : 044 - 2594 1199  
E-mail: [companysecretary@manalipetro.com](mailto:companysecretary@manalipetro.com)





**B.CHANDRA & ASSOCIATES**  
PRACTISING COMPANY SECRETARIES

AG3 RAGAMALIKA,  
No.26, Kumaran Colony Main Road,  
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28.03.2022

SCRUTINIZER'S REPORT

To

The Chairman,  
Manali Petrochemicals Limited,  
SPIC House 88, Old No.97,  
Mount Road, Guindy,  
Chennai TN 600032 IN

**Subject:** Passing of resolution by means of Postal Ballot through E-voting process in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, framed thereunder with regard to the Ordinary Resolution under the Companies Act, 2013 (the Act) and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations)

Dear Sir,

Please refer to your letter dated 10<sup>th</sup> February 2022 appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot process for passing an Ordinary resolution in respect of the item of business mentioned elsewhere in the report in line with Circular No14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and 10/2021 dated 23<sup>rd</sup> June 2021.

As per the information furnished by the Company and after carrying out the scrutiny of the voting by remote e-voting by the Members of the Company, we hereby submit our report as under:

1.1	The Company on 23 <sup>rd</sup> February 2022 sent the Notice of Postal Ballot dated 22 <sup>nd</sup> February 2022 along with explanatory statement and guidance for voting electronically by the Members, by e-mail through the Registrar & Transfer Agent, Camco Corporate Services Limited (RTA). The e-mails were sent to Members whose names appeared on the Register of Members/list
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	<p>of beneficial owners provided by the Depositories as on 18<sup>th</sup> February 2022 and whose E-mail ids were registered with the Company/Depository participants. As confirmed by RTA/Company, notices were sent to 1,30,131 shareholders of which 6,312 emails bounced.</p> <p>Members were given the option to vote electronically on the e-voting platform, provided by the Central Depository Services (India) Limited (CDSL), to enable them to cast their votes electronically.</p> <p>The required paper advertisement with respect to other shareholders, inter alia, by way of seeking updation of mail ids to a dedicated email id/online process had been given in Financial Express and Makkal Kural on 19<sup>th</sup> February 2022.</p>
1.2	The Public Advertisement, with respect to dispatch of notice of postal ballot, was published in "Financial Express" & in "Makkal Kural" on 24 <sup>th</sup> February 2022.
1.3	In terms of the Notice, the E-voting commenced on Friday, the 25 <sup>th</sup> February 2022 (9.00 A.M.) and ended on Saturday, the 26 <sup>th</sup> March 2022 (5.00 P.M.)
1.4	Particulars of all the votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	RTA has confirmed that votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries.
1.6	All votes cast through e-voting upto 5.00 PM on the 26 <sup>th</sup> March 2022, the last date and time fixed by the Company for postal ballot through E-voting, were considered for our scrutiny.
1.7	Pursuant to Regulation 23 of the SEBI (LODR) Regulations, 2015 no related party had voted on the resolution.

2. A summary of the postal ballot forms processed is given below:

S. No	Resolution	Nature of Resolution
1	Prior approval for material related party transactions with Tamilnadu Petroproducts Limited during financial year 2022-23	Ordinary

*Chandra*



A summary of the voting by e-voting for the above resolution is given below:

Resolution S. No	Count of Votes cast for	Sum of votes cast for	Count of votes cast against	Sum of votes cast against	Total valid votes	Assent %	Dissent %
1	513	6106041	33	9955	6115996	99.84	0.16

There were no invalid votes

Since the number of votes cast in favour exceeded the number of votes cast against, we hereby report the above resolution has been duly passed with requisite majority as Ordinary Resolution.

- 3 You may accordingly declare the result of the voting by Postal Ballot as having been passed with requisite majority which shall be deemed to have been passed on 26<sup>th</sup> March 2022.
- 4 The e-voting data and all other connected records relating to the aforesaid postal ballot/e-voting process received are under our safe custody and the same, for preserving safely, will be handed over to the Company after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,



C Anuradha  
Partner  
B CHANDRA AND ASSOCIATES  
Company Secretaries in Practice  
CP No 21407  
UDIN A038746C003188431

Received the Report on behalf of the Chairman  
For Manali Petrochemicals Limited

M Karthikeyan  
[DIN: 08747186]  
Wholtime Director (Operations)  
Date: 28-03-2022

