

# SPIC

Secy/NSE

17<sup>th</sup> July 2018

The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza,  
C-1, Block G  
Bandra-Kurla Complex, Bandra (East)  
Mumbai - 400 051

Dear Sir,

Sub: Notice of the 47<sup>th</sup> Annual General Meeting of the Company to be held  
on 7<sup>th</sup> August 2018.

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In terms of the Regulation 30 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a copy of the Notice of the 47<sup>th</sup> Annual General Meeting of the Members of the Company for the Financial Year 2017-18 to be held at 2.30 P.M. on Tuesday, the 7<sup>th</sup> August 2018 at Chennai as sent to the shareholders is enclosed. The Notice is also available on the Company's Website at [www.spic.in](http://www.spic.in).

We request you kindly to take on record the Notice.

Thanking you,

Yours faithfully  
For Southern Petrochemical  
Industries Corporation Ltd.



M B Ganesh  
Secretary

Encl: as above

✓ Cc: BSE Limited  
Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

Southern Petrochemical Industries Corporation Limited

(CIN: L11101TN1969PLC005778)

REGISTERED & CORPORATE OFFICE: SPIC House 88 Mount Road, Guindy, Chennai 600 032 India  
Phone : +91 (44) 22350245 | Fax: +91 (44) 22352163 | Email: [spiccorp@spic.co.in](mailto:spiccorp@spic.co.in) | [www.spic.in](http://www.spic.in)

## SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED

Registered Office: "SPIC House", No. 88, Mount Road, Guindy, Chennai - 600 032.

CIN:L11101TN1969PLC005778;

E-mail: spiccorp@spic.co.in; website: [www.spic.in](http://www.spic.in), Ph: 044-22350245

### NOTICE

**NOTICE** is hereby given that the FORTY SEVENTH ANNUAL GENERAL MEETING of the Members of Southern Petrochemical Industries Corporation Limited will be held on Tuesday the 7th August 2018 at 2.30 P.M. at Rajah Annamalai Mandram, No 5, Esplanade Road, Chennai - 600 108, to transact the following business:

#### ORDINARY BUSINESS:

##### 1. Adoption of Financial Statements

###### "RESOLVED THAT

a. the audited financial statement of the Company for the year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon;

b. the audited consolidated financial statement of the Company for the year ended 31st March 2018 and the Report of the Auditors thereon;

be and are hereby received and adopted."

##### 2. Appointment of Director

"RESOLVED THAT Mr. S R Ramakrishnan, Director (DIN:00120126), retiring by rotation, eligible for re-appointment and having offered himself for re-appointment be and is hereby re-appointed as Director of the Company."

#### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT Mr. T K Arun, (DIN: 02163427), pursuant to Section 160 and other applicable provisions, if any, of the Companies Act, 2013, and the Articles of Association of the Company be and is hereby appointed as Director of the Company liable to retire by rotation."

4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made there under read with Schedule IV of the Act and SEBI (Listing Obligations & Disclosure Requirements), 2015 the appointment of Mr. S Radhakrishnan (DIN: 00061723) as Independent Director of the Company and to hold office for a period

of five years from 7th February 2018 be and is hereby approved."

5. To consider and if thought fit, to pass, with or without modification, the following Resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT Mr. S Visakan, IAS (DIN: 06578414), Nominee Director of Tamilnadu Industrial Development Corporation Limited pursuant to Section 160 and other applicable provisions, if any, of the Companies Act, 2013, and the Articles of Association of the Company be and is hereby appointed as Director of the Company liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modification, the following Resolutions as **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under read with the provisions of Companies (Cost Records and Audit) Rules, 2014 including any statutory amendment(s), modification(s) and re-enactment thereof for the time being in force, the appointment of Mr. P.R.Tantri (M.No.2403) as Cost Auditor to conduct the Cost Audit pertaining to Cost Accounts and Records of the Fertilizer Division of the Company for the financial year ending 31st March, 2019, on a remuneration of ₹ 1,00,000/- (Rupees One lakh only) subject to applicable taxes and levies be and is hereby approved and ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and deeds and take all steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution."

7. To consider and if thought fit, to pass, with or without modification, the following Resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT the approval be and is hereby accorded pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, for the transactions considered material entered into by the Company with Wilson International Trading Pte., Ltd., Singapore, a Related Party, for purchase of raw material of value ₹35,173.79 lakhs in the ordinary course of business and at arms length basis."

- 8 To consider and if thought fit, to pass, with or without modification, the following Resolutions as **SPECIAL RESOLUTION**:

**“RESOLVED THAT** in supersession of the Special Resolution passed at the 46th Annual General Meeting held on 26th July 2017 and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and SEBI Regulations, subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board), to invest in 4,68,50,000 equity shares of ₹ 10/- each of M/s. Tuticorin Alkali Chemicals and Fertilizers Limited (TFL) at par or at such price determined as per appropriate method of valuation, if applicable, arising out of conversion of outstanding unsecured loan and other receivables aggregating ₹ 29.81 Crore (Rupees Twenty Nine Crore and Eighty One Lakh) and 20,00,000 5% Redeemable Cumulative Preference Shares of ₹100/- each held by the Company, in pursuance of the Consent Affidavit given to National Company Law Tribunal as Promoter of TFL, notwithstanding that the aggregate of the loans given or guarantees provided or securities subscribed / acquired or loans / guarantees to be given and / or securities to be subscribed / acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Act over and above the limits approved by the Members for investment in the securities of other body corporate(s).”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary, expedient or desirable for making such investments and to execute agreements, documents, deeds, writings, papers as may be required, settle any question or doubt that may arise thereto and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate”.

- 9 To consider and if thought fit, to pass with or without modification(s), the following Resolution as **SPECIAL RESOLUTION**:

**“RESOLVED** that pursuant to Sections 185, 186 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification thereof), subject to such approvals, consents sanctions, permissions, as may be necessary, and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of

Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to provide security by way of pledge of equity shares held/to be held in Greenam Energy Private Limited (Greenam) for a value not exceeding ₹ 12 Crores (Rupees Twelve Crore only) in favour of Indian Renewable Energy Development Agency Limited (IREDA) and to give an Undertaking to IREDA for non-disposal of equity shares of Greenam held/to be held by the Company during the tenure of the facility and to infuse additional funds to meet the shortfall in the resources of Greenam for completing the project.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary, expedient or and to execute agreements, documents, deeds, writings, papers as may be required, settle any question or doubt that may arise thereto and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

(By Order of the Board)

For SOUTHERN PETROCHEMICAL  
INDUSTRIES CORPORATION LTD.

Place : Chennai  
Date : 14 June 2018

M B Ganesh  
Secretary

#### NOTES:

- (A) a. Share Transfer Register of the Company will remain closed from 1st August 2018 to 7th August 2018 (both days inclusive).
- b. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, (the Act) in respect of items 3 to 9 is annexed hereto.
- c. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY MAY APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the AGM. Proxy forms submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Act, a person shall not act as a proxy for more than 50 (fifty) Members and holding in aggregate not more than 10% (ten percent) of the total share capital

of the Company carrying voting rights. However, a single person may act as a proxy for a Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights provided that such person shall not act as a proxy for any other person / shareholder.

- d. Members holding shares in physical form are advised to inform the Company of any change in address or demise of any Member.
- e. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) of Members holding shares in physical form and should submit self attested copy of their PAN details to the Company while sending physical share certificates for transfer / transmission.
- f. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting forms integral part of the Notice. Such Directors have furnished the requisite declarations for their appointment / re-appointment.
- g. Electronic copy of the Notice of the 47th Annual General Meeting (47th AGM) of the Company inter alia indicating the process and manner of electronic-voting (e-voting) along with Attendance Slip and Proxy Form are being sent to all the Members whose email 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 not registered their email address, physical copies of the Notice of the 47th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy form are being sent in the permitted mode (Registered Post/ Speed Post / Courier).

Members are advised to register/update their e-mail addresses and enable the Company to send Notice, Financial Statements and other documents in electronic form.

- h. Members may also note that the Notice of the 47th AGM and the Annual Report will be available on the website of the Company.
- i. A person who has participated in e-voting is not debarred from participating in the meeting physically though he shall not be eligible to vote in 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 of the Act there will be no voting by show of hands at the meeting and hence the provisions relating to demand for poll by the Members

would not be relevant. The Chairman of the meeting will regulate the meeting and voting on the resolutions in accordance with the provisions of the Act and the applicable Rules and Listing Regulations.

- j. The facility for voting through ballot paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- k. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital in the Company as on 31st July 2018, the cut-off-date.
- l. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act, read with the Rules made thereunder. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to the Company. The Nomination Form is also available in the website of the Company. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

#### **Inspection of Documents:**

All material documents relating to the items of business set out in the Notice are available for inspection by the Members at the Registered Office of the Company on all working days except Saturday and Sunday between 11.00 A.M. and 1.00 P.M. prior to the date of the Meeting.

#### **(B) Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing to its Members facility to exercise their right to vote at the 47th AGM by electronic means and the business may be transacted through electronic- voting services provided by CDSL.

#### **INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-**

- (i) The voting period begins on 4th August 2018 (9.00 a.m.) and ends on 6th August 2018 (5.00 p.m.). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 31st July 2018 (cut off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date will 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 Folio Number registered with 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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>

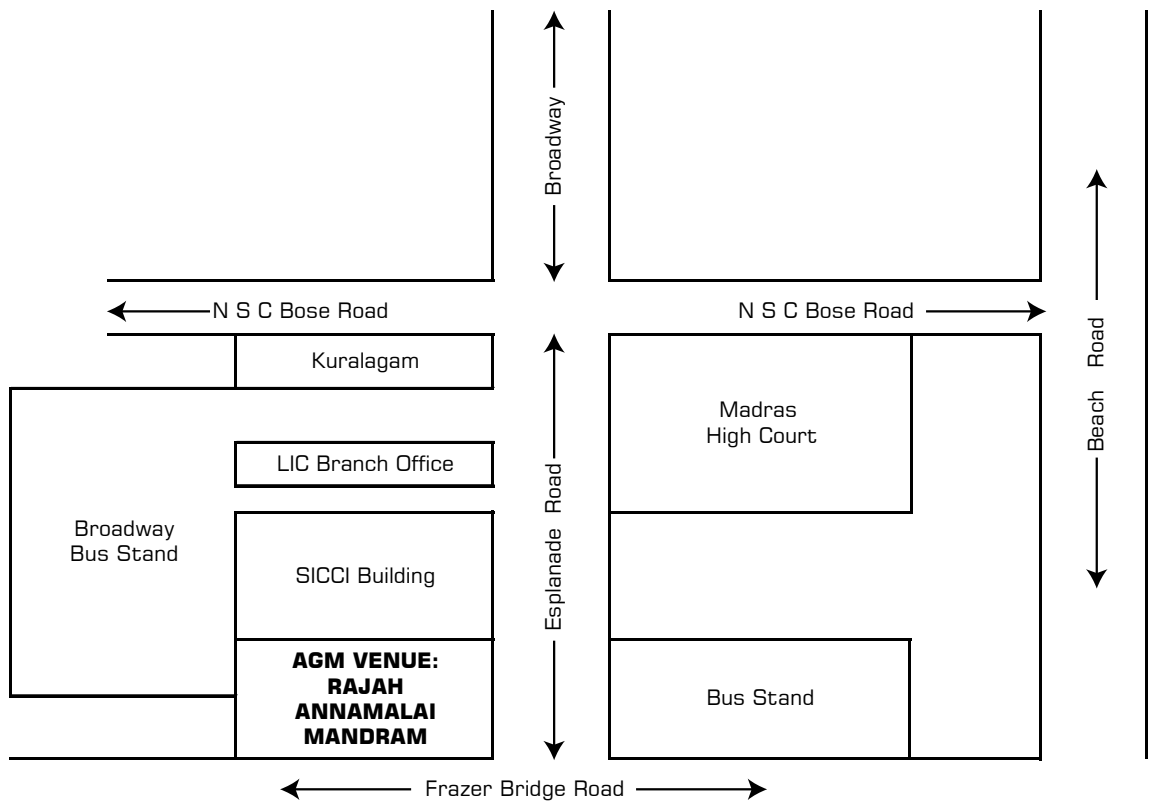
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily 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 the relevant on which you choose to vote.
- (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. 4
- (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) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 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.
- (xx) 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
- (xxi) The Company has appointed M/s B Chandra & Associates Practising Company Secretaries, Chennai as Scrutinizer for remote E-voting and to conduct poll at AGM.

### ATTENTION SHAREHOLDERS

As per latest SEBI Circular No SEBI/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018 shareholders holding shares in Physical mode are advised to submit PAN and Bank details to the Company / RTA.

### ROUTE MAP TO RAJAH ANNAMALAI MANDRAM (AGM VENUE)



## Annexure to Notice EXPLANATORY STATEMENT

### PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following Explanatory Statement sets out the material facts referred to in Item Nos. 3 to 9 of the Notice convening the 47th AGM:

#### ITEM No. 3

The Board of Directors, at their Meeting held on 7th February 2018 on the recommendation of the Nomination and Remuneration Committee had appointed Mr. T K Arun. (DIN: 02163427), as Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") and will hold office upto the date of this AGM. Notice proposing his candidature has been received from a Member under Section 160 of the Act. The Board recommends the resolution in relation to appointment of Mr. T K Arun as Director for approval by the Members of the Company.

#### Memorandum of Interest:

Except Mr. T K Arun, and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution.

#### ITEM No. 4

The Board of Directors, at their meeting held on 7th February 2018 on the recommendation of Nomination and Remuneration Committee had appointed Mr. S Radhakrishnan (DIN: 00061723) as Independent Director for a period of five years from 7th February 2018 pursuant to applicable provisions of the Act and the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015 (LODR). In the opinion of the Board, Mr. S Radhakrishnan fulfils the conditions specified in the Act, and LODR for appointment as an Independent Director of the Company and is independent of the Management. Notice proposing his candidature has been received from a Member under Section 160 of the Act. The Board recommends the resolution seeking approval of the Members for the appointment of Mr. S Radhakrishnan as an Independent Director.

#### Memorandum of Interest:

Except Mr. S Radhakrishnan, and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution.

#### ITEM No. 5

The Board of Directors, in their resolution dated 13th June 2018 on the recommendation of the Nomination and Remuneration Committee had appointed Mr. S Visakan, I.A.S. (DIN: 06578414), nominee of Tamilnadu Industrial Development Corporation Ltd. (TIDCO) as Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") and will hold office upto the date of this AGM. Notice proposing his candidature has been received from TIDCO under Section 160 of the Act. The Board recommends the Resolution in relation to appointment of Mr. S Visakan IAS as Director for approval by the Members of the Company.

#### Memorandum of Interest:

Except Mr. S Visakan, IAS and his relatives and Mr. B Elangovan, Nominee Director of TIDCO, none of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution

#### ITEM No. 6

The Board of Directors, on the recommendation of the Audit Committee, at their meeting held on 17th May 2018 appointed Mr. P.R. Tantri, Cost Accountant, (M. No 2403) as Cost Auditor at a remuneration of ₹1,00,000/- (Rupees One lakh only) subject to applicable tax and levies to conduct the cost audit of the cost accounts and records of the Fertilizers Division of the Company for the financial year ending 31 March, 2019. In accordance with the provisions of Section 148 of the Act, and the Rules made thereunder, the remuneration payable to the Cost Auditor shall be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31 March, 2019.

#### Memorandum of Interest:

None of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution.

#### ITEM No. 7

During the year 2017-18, the Company had purchased raw materials from M/s. Wilson International Trading Pte Limited, Singapore for ₹ 35,173.79 lacs (including demurrage charges) in the ordinary course of business and at arm's length basis. The transaction is considered material pursuant to Regulation 23 the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015 (LODR) and hence the proposed Ordinary Resolution seeking approval of the Members. The transaction was earlier approved by the Audit Committee / Board of Directors as required under the Company's Policy on Related Party Transactions. As per LODR, all Related Parties shall abstain from voting on the resolution seeking approval of Members. Wilson International Trading Pte Limited, Singapore do not hold any shares in the Company.

The Board recommends the Ordinary Resolution seeking consent of the Members as set out at Item No.7 of the Notice for having entered into transactions with a Related Party.

#### Memorandum of Interest:

Except Mr. Ashwin C Muthiah, Chairman and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution

## ITEM No. 8

The Board of Directors at their Meeting held on 7th February 2018 had approved the request of Tuticorin Alkali Chemicals and Fertilizers Limited (TFL) for conversion of unsecured loans, outstanding dues payable to SPIC and the 20,00,000, 5% Redeemable Cumulative Preference Shares of ₹ 100/- each held by SPIC, all into 4,68,50,000 equity shares of ₹10/- each at par subject to various statutory approvals and to execute a consent affidavit to the NCLT.

The Scheme envisaging conversion into equity shares of TFL was based on the directions of BIFR. Consequent upon dismantling of BIFR, the matter was referred to National Company Law Tribunal (NCLT). Hence, TFL has approached NCLT seeking directions for converting the money brought in by promoters and the Preference Shares held by them into equity shares.

The aggregate amount of investments so far made along with the proposed investment in TFL would be in excess of the limits the Board is authorised to invest. Hence pursuant to Section 186 and other applicable provisions of the Act, approval of the Members is sought for the proposed investment.

The Board recommends the Special Resolution seeking consent of the Members for investing in the securities of TFL, an Associate and therefore a Related Party.

### Memorandum of Interest:

Except Mr. B Narendran and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution.

## ITEM No. 9

The Board of Directors of the Company at their Meeting held on 17th May 2018, subject to approval of shareholders

had approved the proposal of pledging the Equity Shares held/to be held in Greenam Energy Private Limited (Greenam) for a value not exceeding ₹12 Crores (Rupees Twelve Crore Only) in favour of Indian Renewable Energy Development Agency Limited (IREDA) to secure the term loan of ₹ 88 Crores sanctioned by IREDA to Greenam Energy Private Limited (Greenam) and to execute an undertaking in favour of IREDA for (a) non - disposal of such Equity Shares during the tenure of the facility and (b) to meet any shortfall in resources of the Greenam for completing the project.

The aggregate amount of investments so far made by the Company and the security to be given by way of pledge of equity shares of value not exceeding ₹ 12 Crores is in excess of the limits the Board is authorised to give under Section 186 of the Act. Hence the proposed resolution seeking approval of the Members.

The Board recommends the Special Resolution seeking consent of the Members for pledging the Equity Shares up to an aggregate amount not exceeding ₹ 12 Crores, execute Undertaking for non-disposal of equity shares and to meet any shortfall in the resources of Greenam for completing the project.

### Memorandum of Interest:

Except Mr. S R Ramakrishnan, Whole-time Director and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is interested in this Resolution.

(By Order of the Board)

For SOUTHERN PETROCHEMICAL  
INDUSTRIES CORPORATION LTD.

Place : Chennai  
Date : 14 June 2018

M B Ganesh  
Secretary

## Details of the Directors seeking appointment/re-appointment at the 47th Annual General Meeting

### [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

#### MR. S R RAMAKRISHNAN

Mr. S R Ramakrishnan, (DIN: 00120126) aged 69 years, is B.Tech (Chem) from IIT Madras. He joined SPIC in 1972 and worked in various departments including operation, process engineering, Technical services, R&D, Corporate Planning, etc. He is a Director of The Fertiliser Association of India, SPIC Officers and Staff Welfare Foundation and Greenam Energy Private Limited and not a Member of any Committee of other companies. Does not hold any equity shares in the Company and there is no relationship between the Directors inter-se.

#### MR. T.K. ARUN

Mr. T K Arun, 58, (DIN: 02163427), holds a Bachelor's Degree in Commerce and is an Associate Member of the Institute of Company Secretaries of India, New Delhi. He retired on 31st October 2017, as the Senior General

Manager and Secretary of TIDCO, wholly owned by the Government of Tamil Nadu and during his tenure with TIDCO he had served as Nominee Director of many companies assisted by TIDCO such as Titan Company Limited, Southern Petrochemical Industries Corporation Limited, Tamilnadu Petroproducts Limited, Ascendas IT Park Chennai Limited (Ascendas), Tanflora Infrastructure Park, Limited, TIDEL Park Limited, Titan Time Products Ltd., TRIL Info Park Limited, Tamil Nadu Road Development Company Limited and Manali Petrochemicals Limited. He was Member of Audit Committee and various other committees of the said companies.

Has experience in investment promotion and project development in sectors like 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.

Presently he is advising established corporates on legal, administrative and governance processes. He does not hold any shares in the Company and there is no relationship between the Directors inter-se.

#### **MR. S RADHAKRISHNAN**

Mr. S Radhakrishnan, (DIN: 00061723) aged around 67 years, is a Mechanical Engineer from Madras University. He joined SPIC in 1973 and retired from SPIC in 2008. Has experience of over 43 years in the areas of Engineering, Procurement, Construction, Commissioning, Operation, Maintenance, Inspection, Technical Services, Project Execution & Management and Contracting in Power, Oil & Gas, Chemical & Petrochemical, Fertilizer and other industrial sectors in India, Middle East and Singapore holding key management positions.

He has held Directorship in Technip India Limited, Indo Jordan Chemicals Limited – Jordan, Industries Chimiques Du Senegal S.A – Senegal, The Fertiliser Association of

India, National Aromatics and Petrochemicals Corporation Limited, SPIC Petrochemical Limited, EDAC Automation Limited, EDAC staffing Solutions Private Limited and EDAC Engineering (S) Private Limited, Singapore and EDAC Universe Pvt Limited – Singapore. Currently he holds directorship in Rivolu Software Pvt Limited.

He also holds accreditation as Associate faculty of Risk Management conferred by British Safety council, London. He holds 450 equity shares in the Company and there is no relationship between the Directors inter-se.

#### **MR. S VISAKAN, IAS.**

Mr. S Visakan I.A.S, (DIN: 06578414), aged 47, holds B.E and MBA degrees. He is a 2014 batch IAS Officer who has held many key positions in various departments in the Government of Tamil Nadu . At present he serves as Executive Director of Tamilnadu Industrial Development Corporation Limited. At present he is also Director of Tamilnadu Polymer Industries Park Limited and Tamilnadu Petroproducts Limited. He does not hold any shares in the Company and there is no relationship between the Directors inter-se.