



**NOTICE OF
ANNUAL GENERAL MEETING**

23rd September 2015

Manali Petrochemicals Limited

Notice to Shareholders

NOTICE is hereby given that the 29th Annual General Meeting of the Company will be held at 10.30 a.m. on Wednesday, the 23rd September, 2015 at Rajah Annamalai Mandram, No. 5 Esplanade Road (Near High Court) Chennai – 600 108 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company and other Reports for the year ended 31st March 2015 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 Financial Statements of the Company for the year ended 31st March 2015 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, 2015 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 23rd September 2015 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 close of business hours on 12th September 2015.

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 ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S) as the 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, the reappointment of M/s Deloitte Haskins and Sells, Chartered Accountants, Chennai, with ICAI Registration Number 008072S as the Auditors of the Company to hold office until the conclusion of the 30th Annual General Meeting of the Company to be held during the year 2016 be and is hereby ratified.
- ii. The Auditors be paid a remuneration of Rs. 17,00,000/- (Rupees Seventeen lakh only) plus reimbursement of out of pocket expenses and applicable taxes for the year 2015-16.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following as an Ordinary Resolution for appointing Mr. G Chellakrishna (DIN 01036398) as an Independent Director of the Company:

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. G Chellakrishna, (DIN 01036398) be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the appointment of Mr. G Chellakrishna (DIN 01036398) as an Independent Director of the Company by the Board for a period of five years from 13th August 2014 be and is hereby approved.

6. To consider and if thought fit, to pass the following as an Ordinary Resolution for appointing Ms. Sashikala Srikanth (DIN: 01678374) as an Independent Director of the Company:

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions if any of the Companies Act, 2013 the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Ms. Sashikala Srikanth, (DIN: 01678374) be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company the appointment of Ms. Sashikala Srikanth (DIN: 01678374) as an Independent Director of the Company by the Board for a period of five years from 13th August 2014 be and is hereby approved.

7. To consider and if thought fit, to pass the following as an Ordinary Resolution to ratify the remuneration to the Cost Auditor for the year 2014-15:

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013, the remuneration of Rs. 3,00,000 (Rupees three lakh only) to M/s S Gopalan & Associates, Cost Accountants, Chennai, the Cost Auditor of the Company for the year 2014-15 be and is hereby ratified.

8. To consider and if thought fit, to pass the following as an Ordinary Resolution to ratify the remuneration to the Cost Auditor for the year 2015-16:

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013, the remuneration of Rs. 3,00,000 (Rupees three lakh only) to M/s S Gopalan & Associates, Cost Accountants, Chennai, the Cost Auditor of the Company for the year 2015-16 be and is hereby ratified.

9. To consider and if thought fit, to pass the following as a Special Resolution for approving the increase in remuneration to Mr. Muthukrishnan Ravi, (DIN: 03605222), Managing Director:

RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals as may be required consent of the Members be and is hereby accorded for the remuneration to Mr. Muthukrishnan Ravi, (DIN: 03605222), Managing Director with effect from 1st April 2014 as shown below:

- Total annual remuneration shall be Rs. 110 lakh including annual performance pay not exceeding Rs. 30 lakh and all other allowances
- Contribution to Provident and other Funds, leave, gratuity and other benefits shall be in accordance with the applicable law/service rules of the Company.
- The remuneration to Mr. Muthukrishnan Ravi (DIN: 03605222) shall be shared between the Company and Tamilnadu Petroproducts Limited (TPL) in such proportion as may be decided by the Board of Directors of the Company from time to time so long as he holds a Managerial position in TPL.
- In the event of loss or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration payable to Mr. Muthukrishnan Ravi (DIN: 03605222).
- The contribution to Provident Fund, gratuity payable and encashment of leave at the end of the tenure shall not be included in the computation of ceiling for the aforesaid minimum remuneration.
- All the other terms and conditions of appointment and remuneration shall remain the same.

10. To consider and if thought fit, to pass the following as a Special Resolution for approving the increase in remuneration to Mr. G Balasubramanian, (DIN: 06874838), Wholetime Director (Works):

RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals as may be required consent of the Members be is hereby accorded for the increase in the remuneration to Mr. G Balasubramanian, (DIN: 06874838), Whole time Director (Works) with effect from 1st April 2015 as shown below:

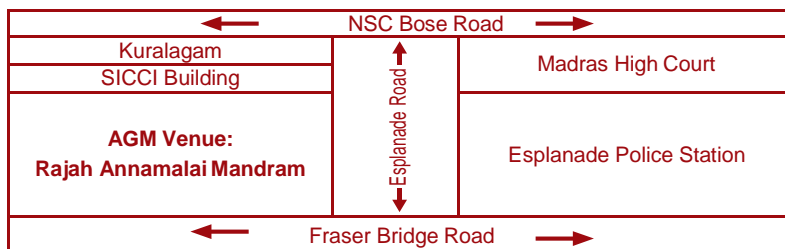
- Total annual remuneration shall be Rs. 36.77 lakh including annual performance pay not exceeding Rs. 7.40 lakh and all other allowances.
- Leave encashment as per the service rules of the Company.
- Contribution to Provident and other Funds, leave, gratuity and other benefits shall be in accordance with the applicable law/service rules of the Company.
- In the event of loss or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration payable to Mr. G Balasubramanian (DIN: 06874838).
- The contribution to Provident Fund, gratuity payable and encashment of leave at the end of the tenure shall not be included in the computation of ceiling for the aforesaid minimum remuneration.
- All the other terms and conditions of appointment and remuneration shall remain the same.

Date 5th August 2015
Registered Office:
 SPIC HOUSE
 88 Mount Road, Guindy
 Chennai – 600 032

By Order of the Board
 for Manali Petrochemicals Limited

R. Kothandaraman
 Company Secretary

Land Mark for the AGM Venue: opposite to Western Entrance of Madras High Court



IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 14th September 2015 to 23rd September 2015 (both days inclusive) in connection with the Annual General Meeting (AGM) & payment of dividend.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), which sets out details relating to Special Business at 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 himself/herself. Such a proxy/proxies need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total share capital of the Company. Member holding more than 10% shares is entitled to appoint a single proxy, and such proxy cannot be a proxy of any other member. The Proxy holder shall prove his/her identity at the time of attending the Meeting.
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. Under Section 205A of the Companies Act, 1956, 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. 44,65,791 being the unpaid and unclaimed dividend amount pertaining to the year 2006-07 to the Investor Education and Protection Fund of the Central Government on 14th October, 2014. As per the above regulations, no claim shall lie against the Company or the IEPF in relation to the amount remitted to IEPF.
6. The details of unpaid dividend relating to the years 2007-08 to 2012-13 as on 13.08.2014 being the date of the last AGM is available in the website of the Company www.manalipetro.com
7. Dividend for the year 2007-08 remaining unclaimed and unpaid will be transferred to Investor Education and Protection Fund (IEPF) during September 2015. Shareholders who are yet to encash their dividend warrants are requested to contact the Company or the Registrar at an early date and lodge their claims. Since the corresponding provisions of the Companies Act, 2013 have not been notified till date the transfer will be made under Section 205A of the Companies Act, 1956 and accordingly no claims shall lie against the Fund or the Company and it will not be possible for the Shareholders to make any further claims in this regard after the said transfer, unless the new provisions are notified prior to the transfer.
8. 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 holdings should be verified.
9. 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 can submit their PAN details to the Registrar.
10. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect 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/re-appointment.
11. Electronic copy of the full version of the Annual Report for the year 2014-15 and the Notice of the 29th AGM are being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have no registered email address, physical copies of the Abridged Annual Report for the year are being sent in the permitted mode. These members are requested to register their E-mail IDs with the DP/Registrar.
12. Full version of the Report and the Notice of the AGM are available in the Company's website viz., www.manalipetro.com. Members desirous of receiving the complete annual report may send a request in writing to the Registrar or the Company and send the same by post/courier or email with a scan copy of the request, duly signed.
13. Pursuant to the stipulations in Clause 35B of the Listing Agreement read with Section 108 of the Companies Act, 2013, and the relevant Rules, the Company has entered into an arrangement with Central Depository Services 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.10 & 11.
14. 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 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, 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 & Administrations) Rules 2014, as amended, facility for voting shall also be made available at the meeting by polling paper and members who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
15. Even after registering for e-communication, members are entitled to receive communication in physical form, upon making a request for the same, by post free of cost. For any information, the shareholders may also send requests to the Registrar.
16. Due notices have been received under Section 160 of the Companies Act, 2013 with regard to the appointment of directors proposed under item Nos.5 & 6.
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 the earlier practice of distribution of packed items is being discontinued.**

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

Item No. 5 & 6

Mr. G Chellakrishna (DIN: 01036398) and **Ms. Sashikala Srikanth (DIN: 01678374)** were appointed as Additional Directors of the Company at the Board Meeting held on 13th August 2014. In terms of the relevant provisions of the Companies Act, 2013 (the Act) and the Articles of Association of the Company these Directors have been appointed by the Board as Independent Directors under Section 149 of the Act read with other provisions, rules and Schedule IV to the Act. As per Section 150, their appointments are to be approved by the shareholders and hence the same are placed for consideration at the AGM. In terms of the relevant provisions of the Act, the above directors will not be liable to retirement by rotation.

Brief profiles of the above Directors are given in the Annexure. Both the appointees comply with the criteria for Independent Directors specified under Section 149 (6) of the Act and the Listing Agreement with stock exchanges. Considering their qualification, experience, stature and standing they are qualified to be appointed as the Independent Directors of the Company and their association and guidance will be of great value to the Company.

The Board recommends the resolutions for the consideration of the Members. Except, the respective appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 5 & 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the stock exchange.

Item No. 7 & 8

At the Board Meeting held on 13th August 2014, **Mr. S Gopalan**, Proprietor, S Gopalan & Associates, Cost Accountants, Chennai 600 078 was appointed as the Cost Auditor of the Company for the year 2014-15 on a remuneration of Rs. 3 lakh as recommended by the Audit Committee of the Company.

At the Board Meeting held on 5th August 2015, he has been re-appointed as the Cost Auditor of the Company on the same remuneration as recommended by the Audit Committee. As per Section 148 of the Companies Act, 2013, read with the relevant Rules, the remuneration to the Cost Auditor is to be approved by the members. Accordingly, the same are placed before the Members for consideration and approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 7 & 8.

Item No. 9

Based on the recommendations of the Nomination and Remuneration Committee, the Board at the meeting held on 13th August 2014 approved the increase in remuneration of Mr. Muthukrishnan Ravi (DIN: 03605222), Managing Director as detailed in the resolution. The revised remuneration is considered reasonable taking into account various factors including but not limited to the performance of the Company, the individual, remuneration to similarly placed executives in other companies and the like.

Statement pursuant to Clause (iv) of second proviso to Paragraph B of Section II of Part II of Schedule V to the Act is enclosed to the extent applicable.

The Board recommends the resolution for the consideration of the members. Except Mr. Muthukrishnan Ravi, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the stock exchange.

Item No. 10

Based on the recommendation of the Nomination and Remuneration Committee, the Board at the Meeting held on 20th May, 2015 approved increased remuneration to Mr.G Balasubramanian, (DIN: 06874838), Whole time Director (Works) as detailed in the resolution. The revised remuneration is considered reasonable taking into account various factors including but not limited to the performance of the Company, the individual, remuneration to similarly placed executives in other companies and the like.

Statement pursuant to Clause (iv) of second proviso to Paragraph B of Section II of Part II of Schedule V to the Act is enclosed to the extent applicable.

The Board recommends the resolution for the consideration of the members. Except Mr. G Balasubramanian, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the stock exchange.

Date 5th August 2015

Registered Office:

SPIC HOUSE

88 Mount Road, Guindy

Chennai – 600 032

By Order of the Board
for Manali Petrochemicals Limited

R. Kothandaraman
Company Secretary

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 29TH AGM.

Item Nos. 3, 5, 6, 9 and 10 of the Notice

Mr. Ashwin C Muthiah (DIN 00255679), appointed as a Director of the Company on 27th April, 2007 is aged 49 years and is a graduate in Commerce from University of Madras and MBA from USA. He heads the operations of the business house founded by Dr. M A Chidambaram with interests in fertilizers, petrochemicals, trading, shipping and offshore activities.

He is the Chairman of Southern Petrochemical Industries Corporation Ltd. (SPIC) and SICAGEN India Limited (SIL) and Vice Chairman of Tamilnadu Petroproducts Limited (TPL), Director in Mitsuba Sical India Limited, Bengal Auto Parts Private Limited, AMI Holdings Private Limited, ACM Medical Foundation, ACM Educational Foundation, SPIC Officers and Staff Welfare Foundation and SPIC Group Companies Employees Welfare Foundation.

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

Mr. G. Chellakrishna (DIN: 01036398), appointed as a Director of the Company on 13th August 2014 is aged 36 years. He, a Post Graduate in Commerce and a Fellow Member of the ICAI, has also completed a Post Graduate Programme on business management from the Indian School of Business (ISB)/Kellogg Graduate School of Management, Hyderabad. He is Partner of CNGSN & Associates, a renowned firm of Chartered Accounts in Chennai established in the year 1990. Mr. Krishna is an expert in the fields of business valuation and structuring of big corporates. He is also well versed in raising funds through off-shore equity markets/FCCBs, mergers and acquisitions, taxation and similar areas. His clientele include major companies in Sugar, Mining, Software Services, NBFCs / Banks/ Financial Institutions, Packaging & Paper, Trading, Hospitals, Real Estate, Ports, Media, Hotels & Resorts and FMCG.

Mr. Krishna is a Wholtime Director of Banyan Consultancy Services Private Limited, Designated Partner of CNGSN & Associates LLP, and Director of APN Software Solutions Private Limited, Banyan Corporate Advisors Private Limited, Axis Wind Energy Limited, ELNET Technologies Limited (ETL) and IG3 Infra Limited. He is the Chairman of the Audit Committee of ETL.

Ms. Sashikala Srikanth (DIN: 01678374), appointed as a Director of the Company on 13th August 2014 is aged 59 years and is a graduate in Economics and a Chartered Accountant. At present she is providing consultancy services to various corporates including in the area of CSR. Prior to this she was Senior General Manager – Resources of IAL Group and Group Financial Controller of Shattaff Group, in Dubai from 2003 to 2005 and held various positions in MAC Group of Companies from 1996 to 2003. She was associated with A F Ferguson and Co., Chartered Accountants, Chennai from 1987 to 1995 where she had also done her articles during 1984 -87.

Ms. Sashikala is a Director of SICAGEN India Limited, Tamilnadu Petroproducts Limited (TPL), Southern Petrochemicals Industries Corporation Limited (SPIC), Greenstar Fertilizers Limited (GFL), EDAC Engineering Limited (EEL), Mercantile Ventures Limited (MVL) and Trust Properties Development Company Private Limited. She is the Chairperson of the Audit Committee of GFL and Risk Management Committees of TPL and MVL. Also she is a Member of the Audit Committees of EEL, MVL and SPIC, and Nomination and Remuneration Committees of MVL, GFL, and EEL and member of Corporate Social Responsibility (CSR) Committee of GFL.

Mr. Muthukrishnan Ravi (DIN: 03605222), aged 55 years, is a B.Tech., MBA 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 1st April 2011 was appointed as Director / Whole time Director on 29th July 2011. He took over as the Managing Director of the Company from 1st October 2011 and held office till 28th July 2014.

He was reappointed as the MD for a further period of 3 years which was approved by the Members by way of a Special Resolution at the previous Annual General Meeting. He is also the MD of TPL from 4th February 2013 and the remuneration paid to him is shared between the two companies.

Mr. Ravi is a Director of Manali Petrochemical Officers and Staff Welfare Foundation, Manali Petrochemical Executives Welfare Foundation and TPL Employees Welfare Foundation. He is a member of the Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of TPL.

Mr. G Balasubramanian (DIN: 06874838) aged 58 is a post graduate in chemical engineering from Annamalai University. He has more than 30 years of experience in chemical and petrochemical industries. His past employers include Pentasia Chemicals (Group co of Asian Paints) for 7 years and UB Petroproducts since 1989. On merger of UB with MPL he continued his association with the Company. He was then the Chief Manager (Operations) and elevated as VP (Works) in 2013.

At the meeting held on 28th May 2014, Board based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. G. Balasubramanian as the WTD for a period of 3 years which was approved by the Members at the last Annual General Meeting.

Mr. Balasubramanian is a Director of Manali Petrochemical Officers and Staff Welfare Foundation and Manali Petrochemical Executives Welfare Foundation.

None of the above appointees hold any shares in the company nor any relationship with other directors and other Key Managerial Personnel of the Company. The details of meetings attended are furnished in the Corporate Governance Report.

STATEMENT PURSUANT TO CLAUSE (iv) OF SECOND PROVISO TO PARAGRAPH B OF SECTION II OF PART II OF SCHEDULE V TO THE ACT

I. GENERAL INFORMATION

(1) Nature of industry	Petrochemicals – Manufacture of Propylene Oxide, Propylene Glycol and Polyols, intermediates with applications across a spectrum of industries including Pharmaceuticals, Polyurethane, Resin, Fragrances, Food, Refrigeration, Oil Drilling, etc.			
(2) Year of Commencement of commercial production	1990			
(3) Financial performance		(Rs. in lakhs)		
	YEAR	SALES	PAT	DIVIDEND %
	2014-15	81,322.18	4,399.12	10%
	2013-14	61,789.46	2,905.02	10%
	2012-13	57,305.81	2,731.59	10%
(4) Export performance	YEAR	(Rs. lakhs)		
	2014-15	3,366.73		
	2013-14	1,758.46		
	2012-13	282.63		
(5) Foreign investments or collaborations, if any	NIL			

II. INFORMATION ABOUT THE APPOINTEE

a. Mr. Muthukrishnan Ravi

(1) Background details	Furnished in the Explanatory statement & annexure thereto
(2) Past remuneration	Rs. 100 lakh per annum including Annual Performance Pay not exceeding Rs. 30 lakh and all other allowances. Contribution to Provident and Other Funds, leave, gratuity and other benefits in accordance with the applicable law/ service rules of the company Remuneration to be shared equally or in such other proportion between MPL and TPL as may be decided by the Board from time to time so long as he holds a Managerial position in TPL
(3) Job profile and his suitability	As 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 of the Company. Taking into account his previous experience, 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 the Managing Director of the Company.
(4) Remuneration proposed	Details furnished in the relevant resolution.
(5) Comparative remuneration profile with respect to industry, size of the company profile of the position and person.	The remuneration is reasonable with respect to the industry, size of the company and job profile of the appointee.
(6) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL

b. Mr. G. Balasubramanian

(1) Background details	Furnished in the Explanatory statement
(2) Past remuneration	Rs. 30.64 lakh per annum including Annual Performance Pay not exceeding Rs. 6 lakh and all other allowances. Contribution to Provident and Other Funds, leave, gratuity and other benefits in accordance with the applicable law/ service rules of the company
(3) Job profile and his suitability	As the Wholetime Director (Works) of the Company he reports to the MD and is responsible for Plant operations, Projects and other matters delegated by the MD. Taking into account his previous experience, 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 as the Wholetime Director of the Company.
(4) Remuneration proposed	Details furnished in the relevant resolution.
(5) Comparative remuneration profile with respect to industry, size of the company profile of the position and person.	The remuneration is reasonable with respect to the industry, size of the company and job profile of the appointee.
(6) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL

III. DISCLOSURES

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

INSTRUCTIONS FOR EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS

- (i) The voting period begins on **19th September 2015 at 9.00 AM and ends on 22nd September 2015 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 16th September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted electronically prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter their Folio Number allotted by the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* 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.</p> <p>* 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.</p>
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"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Manali Petrochemicals Limited and you will be directed to the E-Voting Screen.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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 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 scan 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, under help section or write an email to helpdesk.evoting@cdslindia.com.



Manali Petrochemicals Limited

ATTENDANCE SLIP

CIN : L24294TN1986PLC013087

Registered Office: "SPIC House", 88, Mount Road, Guindy, Chennai - 600 032.

Ph: 22351098 E-mail: companysecretary@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 attending Member(s) : Folio/DP ID-Client ID No. :

No. of Shares held :

I hereby record my presence at the 29th ANNUAL GENERAL MEETING of the Company held at **RAJAH ANNAMALAI MANDRAM**, Esplanade, Chennai - 600 108 at 10.30 A.M. on Wednesday, the 23rd September, 2015.

NAME OF PROXY IN BLOCK LETTERS

SIGNATURE OF THE SHAREHOLDER/PROXY*

* Strike out whichever is not applicable.



Manali Petrochemicals Limited

PROXY FORM

CIN : L24294TN1986PLC013087

Registered Office: "SPIC House", 88, Mount Road, Guindy, Chennai - 600 032.

Ph: 22351098 E-mail: companysecretary@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) of 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 29th Annual General Meeting of the Company, to be held on Wednesday, the 23rd day of September, 2015 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	8	9	10

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

Signed this day of, 2015.

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

Telefax-04422351098, E-mail: companysecretary@manalipetro.com

CIN: L23294TN1986PLC013087