



Manali Petrochemicals Limited

SPIC House, 88, Mount Road, Guindy, Chennai - 600 032
Telefax : 044 - 2235 1098 Website : www.manalipetro.com
CIN : L24294TN1986PLC013087

Ref: MPL / Sectl / BSE & NSE / E-2 & E-3 / 2019
4th April 2019

The Manager,
Listing Department,
BSE 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 dated 1st April 2019 seeking consent of the Members for the Special Business as detailed in the Notice.

The notices are being dispatched to the Members electronically to those who have registered their e-mail addresses with the Company/DP and to the others by permitted mode.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For Manali Petrochemicals Limited

R Kothandaraman
Company Secretary

Encl.: as above



Factories :

Plant - 1 : Ponneri High Road, Manali, Chennai - 600 068
Plant - 2 : Sathangadu Village, Manali, Chennai - 600 068
Phone : 044 - 2594 1025 Fax : 044 - 2594 1199

E-mail: cs@manalipetro.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

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) for obtaining the consent of the Members for the Special Business by way of a Special Resolution for increase in remuneration to Mr. C Subash Chandra Bose, (DIN: 06586982) and by way of Ordinary Resolutions for approval of transactions with Tamilnadu Petroproducts Limited, a Related Party and for Mr. Ashwin Chidambaram Muthiah (DIN: 00255679), Chairman to hold an office or place of profit in AMCHEM Speciality Chemicals Private Limited, Singapore, the Wholly Owned Subsidiary of the Company, through postal ballot.

The draft of the resolutions to be passed for this purpose are appended and the Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts and reasons thereto and the Postal Ballot Form are annexed. Members may send their assent or dissent in writing by postal ballot means.

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 through **Electronic Means** in respect of the aforesaid resolutions. The detailed procedures for voting through **Electronic Means** are given in the Notes.

M/s. B Chandra & Associates, Practising Company Secretaries, Chennai, has been appointed as the Scrutinizers, in terms of the resolution of the Board passed at its meeting held on 27th March 2019 for conducting the voting by postal ballot and through electronic means in a fair and transparent manner.

Members may participate in the voting on the said resolutions 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 Scrutinizers not later than 5.00 p.m. on Tuesday, 7th May 2019; or
- II. Casting their votes electronically from Monday, 8th April 2019 (9.00 a.m.) to Tuesday, 7th May 2019 (5.00 p.m.) by following the procedures as explained in the Notes.

The Scrutinizers will submit their 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 voting by electronic means.

The results will be announced by the Chairman and in his absence, any other director of the Company, at the Registered Office of the Company at SPIC House, 88, Mount Road, Guindy, Chennai-600 032 on Thursday, 9th May 2019 at 4:00 P.M. It will be declared by placing it along with the Scrutinizers' report on the Company's website www.manalipetro.com, the website of the Agency and communicated to the Stock Exchanges as required under the relevant law.

The last date of voting, i.e., Tuesday, the 7th May 2019 will be taken to be the date of passing of the said resolutions by the members.

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 the documents, referred to in the Notice and in the Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days between 09.00 AM and 05.00 PM upto and including 7th May 2019.

SPECIAL BUSINESS

1. APPROVAL FOR INCREASE IN REMUNERATION TO MR. C SUBASH CHANDRA BOSE, (DIN:06586982) WITH EFFECT FROM 1ST APRIL 2019

To consider and if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Rules made thereunder and subject to such other approvals as may be required, consent of the Members be is hereby accorded for increase in the remuneration to Mr. C Subash Chandra Bose (DIN: 06586982), Wholetime Director (Works) as shown below:

- a. Total annual remuneration shall be Rs. 53.32 lakh including annual performance pay of Rs. 15.00 lakh and all other allowances.
- b. Contribution to Provident and other Funds, gratuity, leave with salary and encashment thereof, and other benefits shall be in accordance with the applicable law/ service rules of the Company.
- c. In the event of loss or inadequacy of profits, the aforesaid remuneration other than the annual performance pay shall be the minimum remuneration payable to Mr. C Subash Chandra Bose.
- d. 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.
- e. The quantum of the annual performance pay shall be as may be decided by the Board for each year, including for the years in which there is a loss or inadequacy of profits, subject to the condition that the total remuneration including the annual performance pay shall be within the limits prescribed under the Act.
- f. The aforesaid revised remuneration shall be applicable from 1st April 2019.
- g. All the other terms and conditions of appointment and remuneration shall remain the same.

2. APPROVAL FOR TRANSACTIONS WITH TAMILNADU PETROPRODUCTS LIMITED

To consider and if thought fit, to give assent/dissent to the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval is accorded for the transactions with Tamilnadu Petroproducts Limited during the year 2019-20 for purchase and sale of goods and services and other transactions for aggregate value upto Rs. 200 crore (Rupees two hundred crore) plus applicable taxes.

3. APPROVAL FOR MR. ASHWIN CHIDAMBARAM MUTHIAH, (DIN: 00255679) CHAIRMAN TO HOLD OFFICE OR PLACE OF PROFIT IN AMCHEM SPECIALITY 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 give assent/dissent to the following resolution 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 Mr. Ashwin Chidambaram Muthiah (DIN: 00255679), Chairman, to hold office or place of profit in AMCHEM Speciality Chemicals Private Limited, Singapore, the Wholly Owned Subsidiary of the Company on a remuneration not exceeding US \$ 100,000 per annum (US Dollars one hundred thousand only) from 1st April 2019 on the terms and conditions as per the rules 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 may deem necessary, expedient or desirable in this regard.

/By order of the Board/
For **Manali Petrochemicals Limited**

Place: Chennai
Date: 1st April 2019

R Kothandaraman
Company Secretary

Appendices/Enclosures:

- (1) Explanatory Statement in terms of Section 102 (1) of the Act and the procedure for voting through electronic means
- (2) Postal ballot form and
- (3) Self-addressed Business Reply Envelope

Annexure to the Notice of postal ballot dated 1st April 2019

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

Item 1

Based on the recommendations of the Nomination and Remuneration Committee, the Board at the meeting held on 27th March 2019 approved increased remuneration to Mr. C. Subash Chandra Bose (DIN: 06586982), 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 the industry and the like.

The remuneration is within the limits set out under the relevant provisions of the Act as the company is making adequate profits. However, consent of the Members is sought by way of Special Resolution to enable payment of minimum remuneration in case of inadequacy of profits, if any in future.

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 consideration and approval of the Members as a Special Resolution. None of the Directors and Key Managerial Personnel of the Company or their relatives other than Mr. C Subash Chandra Bose and his relatives are concerned or in any way interested in the aforementioned proposal.

Item 2

The Company has been having transactions with Tamilnadu Petroproducts Limited (TPL) for more than 3 decades for purchase/sale of various goods/services. During the year 2017-18, TPL has been identified as a Related Party under the IndAS- 24 and so the requirements relating to transactions with Related Parties are being complied with.

The transactions between MPL and TPL have always been in the ordinary course of business at arms' length and so they are not covered under S. 188 of the Act. However the stipulations in the Listing Regulations are attracted.

In this connection it may be noted that MPL would be purchasing Propylene Oxide from TPL for its derivative plants which would be in addition to the other products/ services. The total value of the transactions during the year 2019-20 is expected to be more than 10% of the consolidated turnover of MPL in the preceding year (FY 2018-19). So the transactions would be deemed material in terms of the Policy of the Company read with Regulation 23 of the Listing Regulations.

Pursuant to Regulation 23 (4) all material related party transactions shall require approval of the Shareholders through resolution and accordingly the same is placed before the Members for approval.

The Audit Committee of MPL has accorded prior approval for the said transactions. It is important to continue the transactions with TPL as it has been one of the major suppliers of the essential raw materials to the Company for more than 3 decades.

The Board recommends the resolution for consideration and approval of the Members as an Ordinary Resolution. None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or in any way interested in the aforementioned proposal.

Item 3

AMCHEM Speciality Chemicals Private Limited, Singapore, (the WOS) has been set up as the Special Purpose Vehicle for the Company's Overseas investments. At present it holds the investment in Notedome Limited UK through its UK subsidiary, AMCHEM Speciality Chemicals UK Limited. The Company has been exploring various other opportunities for further acquisitions. Mr. Ashwin Chidambaram Muthiah (DIN: 00255679), Chairman of MPL is one of the Directors of the WOS and has been playing a pivotal role in guiding the WOS in this direction. It has been proposed that effective from 1st April 2019 he be paid a remuneration upto US\$ 1,00,000 per annum by the WOS as compensation for his time, efforts and advice.

Pursuant to Section 188 of the Act read with the aforesaid 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. The said amount is in excess of the limits prescribed under Rule 15 of the Companies (Meetings and Powers of the Board) Rules, 2014. Accordingly, the Ordinary Resolution as set out in the Postal Ballot Notice is placed before the Members for consideration.

The Board recommends the resolution for approval of the Members as an Ordinary Resolution. None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Ashwin Chidambaram Muthiah and his relatives are concerned or in any way interested in the aforementioned proposal.

Approval of the Members for the above three proposals is sought through Postal Ballot (including e-voting) pursuant to the provisions of Section 110 of the Companies Act, 2013 read together with the provisions of the Companies (Management and Administration) Rules, 2014 and the Listing Regulations.

/By order of the Board/
For Manali Petrochemicals Limited

Place: Chennai
Date: 1st April 2019

R Kothandaraman
Company Secretary

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

I. GENERAL INFORMATION

(1)	Nature of Industry	Petrochemicals – Manufacture of Propylene Oxide, Propylene Glycol and Polyols, intermediates with applications across a spectrum of industries including Pharmaceuticals, Polyurethane, Resin, Fragrances, Food, Refrigeration, Oil Drilling, etc.				
(2)	Year of Commencement of Commercial Production	1990				
(3)	Financial performance and Export data	Year	Net Sales	PAT	Exports	Dividend %
		₹ in lakh				
		2017-18	63,392.46	5,487.02	1,049.68	10
		2016-17	57,656.57	4,227.36	2,492.58	10
	2015-16	57,904.20	4,821.25	2,078.12	10	
(4)	Foreign investments or collaborations, if any	The Company has invested Rs. 110 crore in its Wholly Owned Subsidiary AMCHEM Speciality Chemicals Pvt. Limited, Singapore.				

II. INFORMATION ABOUT THE DIRECTOR

Mr. C. Subash Chandra Bose

(1)	Name	Mr. C. Subash Chandra Bose (DIN: 06586982)
(2)	Background details	Furnished under Item 1 of the Explanatory statement
(3)	Past remuneration	Rs. 26.88 lakh, excluding contribution to Provident and other funds, leave, gratuity and other benefits as per the applicable law/service rules of the Company.
(4)	Job profile and his suitability	As the Whole-time Director (Works) Mr. C. Subash Chandra Bose is responsible for the Plant operations, and other matters as may be delegated by the Managing Director from time to time. Taking into account his previous experience with the Company, educational background, knowledge about the industry, past performance in MPL and the nature and size of operations of the Company, he is a fit and proper person to be the Whole-time Director (Works) of the Company.
(5)	Remuneration proposed	As given in the Special Resolution
(6)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL

III. DISCLOSURES

(1)	Information on remuneration package	Details furnished in the relevant resolution.
(2)	Other disclosures	Not Applicable

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 the Depositories as on 30th March 2019 (the Cut off Date).
- (2) The Notice along with the Postal Ballot Form is being sent to the Members 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.
- (3) 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 Scrutinizers on or before on Tuesday, 7th May 2019 (5.00 P.M.).

- (4) Resolution passed by the Members through postal ballot, including voting by electronic means shall be deemed to have been passed on 7th May 2019, being the last date for casting/receipt of votes.
- (5) 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 the Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are furnished below.
- (6) The 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 eVoting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- (7) 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 Saturday, the 30th March 2019 being the date fixed for determining the voting rights of Members entitled to participate in the Voting process through postal ballot or e-Voting.
- (8) In the case of shares transferred to Unclaimed Suspense Account and marked as /UNCLAIMED/ in the address sticker, pursuant to Regulation 39 read with Schedule VI of the Regulations, the voting rights thereon remain frozen and so such shareholders shall not be entitled to vote on the proposed resolutions. Even if they vote, the same will be rejected by the Scrutinizers. They may approach the RTA for claiming the shares from the Unclaimed Suspense Account. Persons whose shares have been transferred to the IEPF Authority are not eligible to receive the Notice nor vote on the resolutions. Votes cast by ineligible persons will also not be considered by the Scrutinizers.
- (9) A Member cannot exercise his vote by proxy on postal ballot or e-voting.
- (10) 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 Scrutinizers along with the Postal Ballot Form.
- (11) 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.

(12) 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 Scrutinizers on or before Tuesday, 7th May 2019 (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 8th April 2019 at 9.00 AM and ends on 7th May 2019 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 30th March 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have voted electronically would not be entitled to vote through Postal Ballot
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders/Members.
- (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

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.
- * In case the sequence number is less than 8 digits enter the applicable number of zeros 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.

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 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians
 - o 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.
 - o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - o 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.
 - o 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.
 - o 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 Scrutinizers to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



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CIN: L24294TN1986PLC013087, **Telefax:** 22351098

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

Postal Ballot Form

(To be returned to the Scrutinizers 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 30-03-2019 (Cut-off Date)	

I / We hereby exercise my / our vote in respect of the Ordinary / Special Resolution to be passed through postal ballot for the Special Business stated in the Notice of Postal Ballot dated 1st April 2019 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	Approval of increase in remuneration to Mr. C Subash Chandra Bose, (DIN:06586982) with effect from 1 st April 2019 - Special Resolution			
2	Approval under Regulation 23 of the SEBI (LODR) Regulations for transactions with Tamilnadu Petroproducts Limited for purchase/sale of various goods/services during the year 2019-20 – Ordinary Resolution			
3	Approval for Mr. Ashwin Chidambaram Muthiah (DIN: 00255679), Chairman to hold office or place of profit in AMCHEM Speciality Chemicals Private Limited, Singapore, the Wholly Owned Subsidiary of the Company – Ordinary Resolution			

Place:

Date:

Signature of the Member

Notes:

- Please read the instructions printed below carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith. Please use only indelible ink and not any erasable writing mode for filling up the form.*
- The last date for the receipt of Postal Ballot Forms by the Scrutinizers is 7th May 2019 (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 Scrutinizers 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 Scrutinizers 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 sent herewith.
3. The self-addressed envelope bears the name and postal address of the Scrutinizers 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 may be accorded by placing a tick mark [✓] in the column 'I assent to the resolution' or dissent may 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; with the specimen registered with the RTA
 - 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 Scrutinizers 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;
 - g. If the votes have been frozen under Regulation 39 of the SEBI (LODR) Regulations, 2015, the shares having been transferred to Unclaimed Suspense Account and marked as /UNCLAIMED/ in the address stickers or the Member is not eligible to vote on the resolutions.
8. Duly completed Postal Ballot Forms should reach the Scrutinizers on or before 7th May 2019. If any Postal Ballot Form is received after this date, 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 Forms should reach the Scrutinizers 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 envelopes in as much as all such envelopes will be received by the Scrutinizers. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizers 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., 30th March 2019, subject to 7(g) above.
13. The Scrutinizers' 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 Scrutinizers, 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.