



**NOTICE OF THE ANNUAL
GENERAL MEETING**

5th AUGUST 2019

Manali Petrochemicals Limited

Financial Highlights

All amounts ₹ in crore unless stated otherwise

Details	Ind AS			Previous GAAP						
	2018-19	2017-18	2016-17 \$	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10
Net Revenue from operations	702.12	645.33	582.79	579.04	733.13	554.44	522.15	573.96	451.90	388.70
Other income	6.80	1.67	12.35	10.74	7.37	6.30	7.08	6.83	4.75	4.71
Total Revenue	708.92	647.00	595.14	589.78	740.50	560.74	529.23	580.79	456.65	393.41
EBIDTA	97.98	94.91	73.52	77.66	77.55	53.21	43.84	66.70	40.76	35.55
PBT	102.69	83.85	62.47	69.26	69.53	44.76	35.34	58.89	34.31	30.00
PAT	65.17	54.87	42.27	48.21	43.99	29.05	27.32	43.68	25.28	21.06
Total Comprehensive Income	65.86	54.53	42.33							
Equity Capital	86.03	86.03	86.03	86.03	86.03	86.03	86.03	86.03	86.03	86.03
Reserves & Surplus	355.52	300.03	255.85	196.67	158.80	125.42	106.43	88.34	56.65	41.37
Net Worth	441.55	386.06	341.88	282.70	244.83	211.45	192.46	174.37	142.68	127.40
Net Fixed Assets	189.18	183.46	170.21	120.89	110.99	106.22	106.29	103.71	99.89	79.03
Face Value of share ₹	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00
Earnings per share ₹	3.83	3.17	2.46	2.80	2.56	1.69	1.59	2.54	1.47	1.22
Dividend	15% #	10%	10%	10%	10%	10%	10%	12%	10%	7.5%
Book value per share ₹	25.67	22.45	19.88	16.44	14.23	12.29	11.19	10.14	8.30	7.41
EBIDTA/Net Revenue	13.95%	14.71%	12.62%	13.41%	10.58%	9.60%	8.40%	11.62%	9.02%	9.15%
PBT/Net Revenue	14.63%	12.99%	10.72%	11.96%	9.48%	8.07%	6.77%	10.26%	7.59%	7.72%
PAT /Net Revenue	9.28%	8.50%	7.25%	8.33%	6.00%	5.24%	5.23%	7.61%	5.59%	5.42%
Return on Networth	14.76%	14.21%	12.36%	17.05%	17.97%	13.74%	14.19%	25.05%	17.72%	16.53%
Return on Capital Employed	22.29%	21.33%	18.33%	24.96%	28.71%	20.31%	17.82%	31.93%	22.17%	21.72%

\$ Restated as per Ind AS

Subject to declaration at the AGM

Notice to Shareholders

NOTICE is hereby given that the 33rd Annual General Meeting of the Company will be held at 10:00 AM on Monday, the 5th August 2019 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 2019 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 Stand Alone and Consolidated Financial Statements of the Company for the year ended 31st March 2019 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 seventy five paise per equity share on 17,19,99,229 Equity Shares of ₹ 5/- each, absorbing ₹ 12.90 crore (Rupees twelve crore ninety lakh only), subject to rounding off, be and is hereby declared out of the profits for the year ended March 31, 2019 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 5th August 2019 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 end of business hours on 31st July 2019.

3. To appoint a Director in the place of Mr. Ashwin Chidambaram 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 Chidambaram Muthiah (DIN: 00255679), a Director retiring by rotation being eligible and offering for re-election, is reappointed as a Director of the Company, liable to retire by rotation.

4. To fix remuneration of Auditors by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 142 of the Companies Act, 2013, the Rules made thereunder and as recommended by the Audit Committee, the remuneration to M/s Brahmayya & Co., Chartered Accountants, Chennai, (ICAI Registration Number 000511S), the Auditors of the Company for the years 2019-20 and 2020-21 is fixed as ₹ 14.75 lakh (Rupees fourteen lakh seventy five thousand only) per year for audit and related services plus reimbursement of out of pocket expenses and applicable taxes.

SPECIAL BUSINESS

5. To ratify the remuneration to the Cost Auditor for the year 2018-19 by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013, the remuneration of ₹ 4,00,000 (Rupees four lakh only) to M/s Gopalan & Associates, Cost Accountants, Chennai, the Cost Auditor of the Company for the year 2018-19 is ratified.

6. To approve the appointment of Dr. Aneesh Sekhar S, IAS (DIN: 07887010) as a Director by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions if any of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Dr. Aneesh Sekhar S, [DIN: 07887010] is appointed as a Director of the Company, liable to retire by rotation.

7. To approve the appointment of Lt. Col. (Retd.) Chatapuram Swaminathan Shankar (DIN: 08397818) as an Independent Director of the Company by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions if any of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Lt. Col. (Retd.) Chatapuram Swaminathan Shankar (DIN: 08397818) is appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, the appointment of Lt. Col. (Retd.) Chatapuram Swaminathan Shankar (DIN: 08397818) as an Independent Director of the Company for a period of five years from 20th May 2019 is approved.

8. To approve the appointment of Dr. N Sundaradevan, IAS, (Retd.) (DIN: 00223399) as an Independent Director of the Company by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions if any of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Dr. N Sundaradevan, IAS, (Retd.) (DIN: 00223399) is appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, the appointment of Dr. N Sundaradevan, IAS, (Retd.) (DIN: 00223399) as an Independent Director of the Company for a period of five years from 12th June 2019 is approved.

9. To appoint Mr. G Chellakrishna (DIN 01036398) as an Independent Director for a second term by passing the following as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Mr. G Chellakrishna (DIN 01036398) who would be completing his first term of five years as an Independent Director of the Company on 12th August 2019, is reappointed as an Independent Director for a further period of five years from 13th August 2019.

10. To appoint Ms. Sashikala Srikanth (DIN 01678374) as an Independent Director for a second term by passing the following as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 the Rules made thereunder and the Articles of Association of the Company, Ms. Sashikala Srikanth (DIN 01678374) who would be completing her first term of five years as an Independent Director of the Company on 12th August 2019, is reappointed as an Independent Director for a further period of five years from 13th August 2019.

Date: 12th June, 2019

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

By Order of the Board
for Manali Petrochemicals Limited

R Kothandaraman
Company Secretary

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 1st August 2019 to 5th August 2019 (both days inclusive) in connection with the Annual General Meeting (AGM) & payment of dividend.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out details relating to the Special Business of the meeting, is annexed hereto which may also be regarded as the disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations).
3. Particulars of the Directors seeking appointment at the Annual General Meeting are enclosed and form an integral part of the Notice. The Directors have furnished the requisite declarations for their reappointment.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF SELF. 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% 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 and shall not be entitled to speak at the meeting, but only vote on poll, if the Member has not exercised e-voting.***
5. 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.
6. Electronic copy of the full version of the Annual Report for the year 2018-19 and the Notice of the 33rd AGM are being sent to all the Members whose E-mail IDs are registered with the Company/Depository Participant(s) 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/RTA.
7. Full version of the Annual Report and the Notice of the AGM are available in the Company's website viz., www.manalipetro.com. Members desirous of receiving printed copy of the complete annual report may send a request in writing to the Registrar or the Company by post/courier or email with a scanned copy of the request.
8. Pursuant to Regulation 44 of the Regulations, read with Section 108 of the Companies Act, 2013 and the relevant Rules, the Company has entered into an arrangement with Central Depository Services (India) 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 13.
9. 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 at 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 & Administration) Rules, 2014, facility for voting shall also be made available at the meeting by polling paper and Members who have not cast their vote by e-voting shall be able to exercise their right at the meeting.
10. As per SEBI guidelines, dividend is to be paid through electronic mode into the bank account as per the details furnished by the depositories. In case electronic payment is not possible, the bank account details, if available will be printed on the warrant/other payment instrument. The Company is not permitted to entertain any request for deletion or change of such bank details.

11. As per Section 125 of the Act 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 ₹ 51,94,815/- being the unpaid and unclaimed dividend amount pertaining to the year 2010-11 to the IEPF on 19.09.2018. The details of such transfer are available in the website of the Company.
12. Pursuant to Section 124 (6) of the Act, during the year 2018-19, 3,62,796 equity shares relating to the unpaid/unclaimed dividends for the year 2010-11 were also transferred to the IEPF. The total number of shares transferred to the IEPF up to the year 2010-11 is 59,18,602.
13. The details of unpaid dividend relating to the years 2011-12 to 2016-17 as on 6th August 2018 being the date of the last AGM is available in the website of the Company www.manalipetro.com. The updated details of unpaid dividend as on the date of the ensuing AGM relating to the years 2011-12 to 2017-18 will be uploaded in the Website of the Company in due course.
14. Dividend for the year 2011-12 remaining unclaimed and unpaid will be transferred to IEPF during September 2019. Shareholders who are yet to encash their dividend warrants are requested to contact the Company or Cameo Corporate Services Limited, the Registrar at an early date and lodge their claims.
15. In addition to the above the related shares would also be transferred to the IEPF, if the shareholder has not encashed any dividend during a period of seven consecutive years, for which notices have been sent to the concerned individuals. They are also requested to lodge their claims for unpaid dividend with the RTA immediately to avoid transfer of the dividend and the shares.
16. As per the extant law, the shareholders are entitled to claim the unpaid dividends and the equity shares transferred to the IEPF for which they are required to submit the request online in Form IEPF-5. The procedure for making the claims is available in the websites of the Company and also the IEPF.
17. 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 the holdings should be verified.
18. 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 are requested to submit their PAN details to the RTA.
19. SEBI vide Circular dated 20-04-2018 mandated the Company to collect copy of PAN and Bank account details from Members holding shares in physical form. Accordingly in July 2018 individual letters were sent to those shareholders whose PAN and Bank account details were not available with the Company, followed by two reminders. The Company has not received the information from many of such shareholders. As per the Circular, the shareholders who have not furnished the information have been placed under “enhanced watch” and so their requests would be processed subject to enhanced due diligence.
20. ***Pursuant to proviso to Regulation 40(1) of the Regulations, effective 1st April 2019, the Company is not permitted to process requests for transfer of securities, other than transmission or transposition of names in physical form. So, persons holding shares in physical form are requested to take actions for dematerialisation of their holdings to ensure hassle free transactions in the shares.***
21. Members who have registered for e-communication are also entitled to receive communication in physical form by post, free of cost upon making a request for the same. For any information, the shareholders may also send requests to the RTA.

22. Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may download the form available in the website of the Company and submit the same to the RTA. Those holding shares in demat form may approach their DP for registering the nominations.
23. 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.
24. 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.
25. ***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 there will be no distribution of packaged items in connection with the meeting.***

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

Item No. 5

At the Board Meeting held on 10th August 2018 M/s. S. Gopalan & Associates, Cost Accountants, Chennai has been appointed as the Cost Auditor of the Company for the year 2018-19 on a remuneration of ₹ 4.00 lakh as recommended by the Audit Committee. As per Section 148 of the Act, read with the relevant Rules, the remuneration to the Cost Auditor is to be approved by the Members. Accordingly, Board recommends the same for consideration and approval of the Members.

None of the directors or Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in the above resolution.

Item No. 6

Dr. Aneesh Sekhar S, IAS, (DIN: 07887010) Executive Director, Tamilnadu Industrial Development Corporation Limited, (TIDCO) was appointed as an Additional Director of the Company through Circular Resolution on 2nd April 2019 and he holds office till the Annual General Meeting.

Proposal has been received from TIDCO for his appointment as a Director of the Company under S. 160 of the Act which has been recommended by the Nomination and Remuneration Committee. Accordingly there is no requirement of any deposit for considering the proposal. A brief profile of the appointee is given in the Annexure.

In terms of the Associate Sector Agreement entered between the promoters, TIDCO is entitled to have a nominee on the Board of MPL. Accordingly, the Board recommends the resolution for the consideration of the Members as an Ordinary Resolution.

Except Dr. Aneesh Sekhar S, IAS, none of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the above proposal.

Item No. 7

Lt. Col. (Retd.) Chatapuram Swaminathan Shankar (DIN: 08397818) was appointed as an Additional Director of the Company at the meeting held on 20th May 2019. In terms of the relevant provisions of the Act and the Articles of Association of the Company, he has been appointed by the Board as an Independent Director under Section 149 of the Act read with the other provisions, Rules and Schedule IV to the Act. As per Section 150 his appointment is to be approved by the shareholders and hence the same is placed for consideration and approval at the AGM. Pursuant to Section 149(13) he will not be liable to retirement by rotation.

A brief profile of the above appointee is given in the Annexure. Considering his previous experience with one of the largest oil marketing companies in various functions and capacities, the Board is of the view that the proposed appointee has good knowledge about the Petrochemicals business and industry and so would be able to understand the issues specific to the Company and guide in finding solutions for

the same. He can provide guidance for development of policies and other parameters within which the Company should operate for better control and management, has the ability to guide crisis management and provide leadership in hours of need and also would be able to help in operational risk compliances. It has also been viewed that he will be able to analyze issues and contribute at board level to solutions for Management & Leadership matters. He also has good qualification and experience and other personal qualities required of an Independent Director. Therefore the Board recommends the resolution for the consideration of the Members as an Ordinary Resolution.

Except, Lt. Col. Shankar, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Items 8

Dr. N Sundaradevan IAS, (Retd.) (DIN: 00223399) was appointed as an Additional Director of the Company at the meeting held on 12th June 2019. In terms of the relevant provisions of the Act and the Articles of Association of the Company, he has been appointed by the Board as an Independent Director under Section 149 of the Act read with the other provisions, Rules and Schedule IV to the Act for a period of five years from the said date. As per Section 150, his appointment is to be approved by the shareholders and hence the same is placed for consideration approval at the AGM. Pursuant to Section 152(6) he will not be liable to retirement by rotation.

A brief profile of Dr. Sundaradevan is given in the Annexure. Considering his previous experience with the Government in various capacities and his present position as a Director of various companies, Board is of the view that the proposed appointee has the ability to identify and critically assess strategic opportunities and threats to the business. He can also guide development of strategies to achieve the overall goals and provide guidance for development of policies and other parameters within which the Company should operate for better control and management. He also would have the ability to guide crisis management and provide leadership in hours of need and monitor the risks and compliances with his knowledge of regulatory requirements. He would be able to help in making decisions and take necessary actions for implementation thereof in the best interest of the organization. He would also be able to analyze issues and contribute at board level to solutions, participate actively in the matters discussed and contribute effectively at the meetings. He is well qualified to possess the skills and competencies outlined above and also has the previous experience in Board and senior management positions in reputed companies/ organizations/ government. It is also viewed that he has the other personal qualities and traits required of an Independent Director. Therefore the Board recommends the resolution for the consideration of the Members as an Ordinary Resolution.

Except, Dr. Sundaradeven, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Items 9 & 10

Mr. G Chellakrishna, [DIN 01036398] and Ms. Sashikala Srikanth [DIN 01678374] were appointed as the Independent Directors for a period of five years from 13th August 2014 and would be completing their first term of office on 12th August 2019. As per Section 149(10) of the Act, they shall be eligible for reappointment on passing of a Special Resolution by the Members and disclosure of the same in the Board's Report. Further as per Para 4 of Schedule IV to the Act, such reappointment shall be on the basis of report of performance evaluation.

In this connection, Board at the meeting held on 20th May 2019 based on the evaluation of the performance of the above two directors, concluded that they be reappointed for a further term of five years, subject to approval of the Members as stated above. The proposals have also been considered by the Nomination and Remuneration Committee and duly recommended to the Board.

The profile of the appointees are given in the Annexure from which it could be seen that they are Chartered Accountants with rich experience in various fields. They are also serving on the Boards of other listed companies and their committees. Since their performance has been found to be good their continued association with the Company would be beneficial to the Company and so the Directors recommend the proposals for consideration and approval of the Members by Special Resolutions.

Except for the aforesaid appointees, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions.

Date: 12th June, 2019

By Order of the Board
for Manali Petrochemicals Limited

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

R Kothandaraman
Company Secretary

INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED AT THE 33RD AGM

Brief Profile of the proposed appointees under Items 3 and 6 to 10 of the Notice:

Mr. Ashwin C Muthiah [DIN: 00255679], 53, is a graduate in Commerce from Loyola College, Chennai and has a Master's Degree in Business Administration from Philadelphia University. He has more than two decades of international business exposure and expertise in managing, revival and sustainable growth of companies and is instrumental for MPL's global footprints and strategies.

He was appointed as an Additional Director on 27th April 2007 and took over as Chairman on 24th February 2009. He is Chairman of Southern Petrochemical and Industries Corporation Limited, SICAGEN India Limited, Vice Chairman of Tamilnadu Petroproducts Limited and Director of AM Foundation, AMI Holdings Private Limited, Mitsuba SICAL India Private Limited and SPIC Group Companies Employees Welfare Foundation. He is also Director of all the three subsidiaries of the Company.

He is Chairman of the Stakeholders Relationship Committee (SRC) of MPL and a Member of SRC of TPL. He is also Chairman of Corporate Social Responsibility Committee (CSR) of SPIC, MPL, TPL and SICAGEN and a member of Nomination & Remuneration Committee of SPIC, MPL and TPL.

Dr. Aneesh Sekhar S, IAS, [DIN: 07887010], 33, holds M.B.B.S degree. A 2011 batch IAS Officer, he has held many key positions in the Government of Tamil Nadu such as the Commissioner, Corporation of Madurai, Managing Director, Madurai Smart City Limited, Director, Tamilnadu State Transport Corporation (Madurai) Limited and Joint Commissioner (Enforcement) Commercial Taxes Coimbatore.

At present he serves as Executive Director of Tamilnadu Industrial Development Corporation Limited and State Industries Promotion Corporation of Tamilnadu Limited and Managing Director of Tamilnadu Polymer Industries Park Limited.

He is Chairman of Tanflora Infrastructure Park Limited and Director of TIDEL Park Coimbatore Limited, TICEL Bio Park Limited, Southern Petrochemical Industries Corporation Limited, Tamilnadu Petroproducts Limited and Tamilnadu Trade Promotion Organisation.

Lt. Col. (Retd.) Chatapuram Swaminathan Shankar [DIN: 08397818], 60, is a Chemical Engineer and served Indian Oil Corporation Limited for 37 years. He retired as its Executive Director and during his tenure had headed various verticals within the organization, viz., Aviation, LPG, Director Secretariat, Petrochemicals, Corporate Training & Development, Planning and Co-ordination, Law and Quality control.

Concurrently, Mr. Shankar was commissioned in the Indian Territorial Army as an Officer in 1983 and had been an active soldier for over 30 years. He had headed Battalion in relief and rescue operations during the Gujarat earthquake, Odisha super cyclone, Andaman's tsunami and various other critical operations of national importance.

A passionate trainer and motivational speaker Lt. Col. Shankar has presented technical papers at various National and International forums.

Lt. Col. Shankar is a director of Tamilnadu Petroproducts Limited and a Member of its Nomination and Remuneration Committee.

Dr. N Sundaradevan, IAS, (Retd.), [DIN: 00223399], aged 65, holds a Master's degree in Chemistry and also a Ph. D in Sociology (Applied Demography). He was in Indian Revenue Service as an Income Tax Officer from July 1977 to July 1979 and later joined the Indian Administrative Service.

Dr. Sundaradevan IAS has more than three decades of experience in administrative services in various departments like District Administration, Civil Supplies, Revenue, Health & Family Welfare, Environment & Pollution control, Industries and retired in September 2012.

During his services to the Government, Dr. Sundaradevan had held various offices such as Sub-Collector, Regional Manager of Tamilnadu Civil Supplies Corporation, Chairman and Managing Director of State Industries Corporation (SIPCOT), District Collector of Kanniyakumari and Tiruchirapalli, Managing Director of Tamilnadu Text Book Society, Director of Handlooms & Textiles, Secretary of State Election Commission, Officer on Special Duty in Chief Minister's Office, Secretary to the Chief Minister, Secretary of Health & Family Welfare Department, Director of Guidance Bureau, Secretary of Revenue Department, Chairman of Tamilnadu Pollution Control Board, Secretary of Forests and Environment Department, Commissioner of Revenue Administration, Principal / Additional Chief Secretary of Industries Department, CMD of TIDCO, Tamilnadu Mineral Ltd. (TAMIN), Tamilnadu Industrial Explosives Ltd., Chairman of Tamilnadu Cements Corporation Ltd., and Director of Chennai Metro Rail and TANGEDCO.

Dr. Sundaradevan is at present director of The State Trading Corporation of India Limited, Jansons Industries Limited, Ascendas IT Park (Chennai) Limited, TIDEL Park Coimbatore Limited, Tamil Nadu Water Investment Company Limited, Tamilnadu Petroproducts Limited and Information Technology Park Limited.

Mr. Chellakrishna (DIN: 01036398), 41, is a Post Graduate in Commerce and a Fellow Member of the ICAI and has also completed a Post Graduate Programme on Business Management from the Indian School of Business (ISB)/Kellogg Graduate School of Management, Hyderabad. At present he is a Partner of SRSV & Associates, Chartered Accountants, Chennai who provide Assurance, Tax and Advisory services to a varied client base.

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 Director of Banyan Consultancy Services Private Limited, APN Ventures & Consultancy Private Limited, Banyan Corporate Advisors Private Limited, Southern India Chamber of Commerce & Industry, ELNET Technologies Limited, Banyan Ventures and Investment Private Limited, The Indian and Eastern Engineer Company Private Limited, Goolestan Investments Private Limited, EPIC Television Networks Private Limited and Script Stories Media Private Limited. He is the Chairman of the Audit Committee of MPL and ELNET Technologies Limited and Member of Stakeholders Relationship Committee in ELNET Technologies Limited and Nomination and Remuneration Committee of MPL.

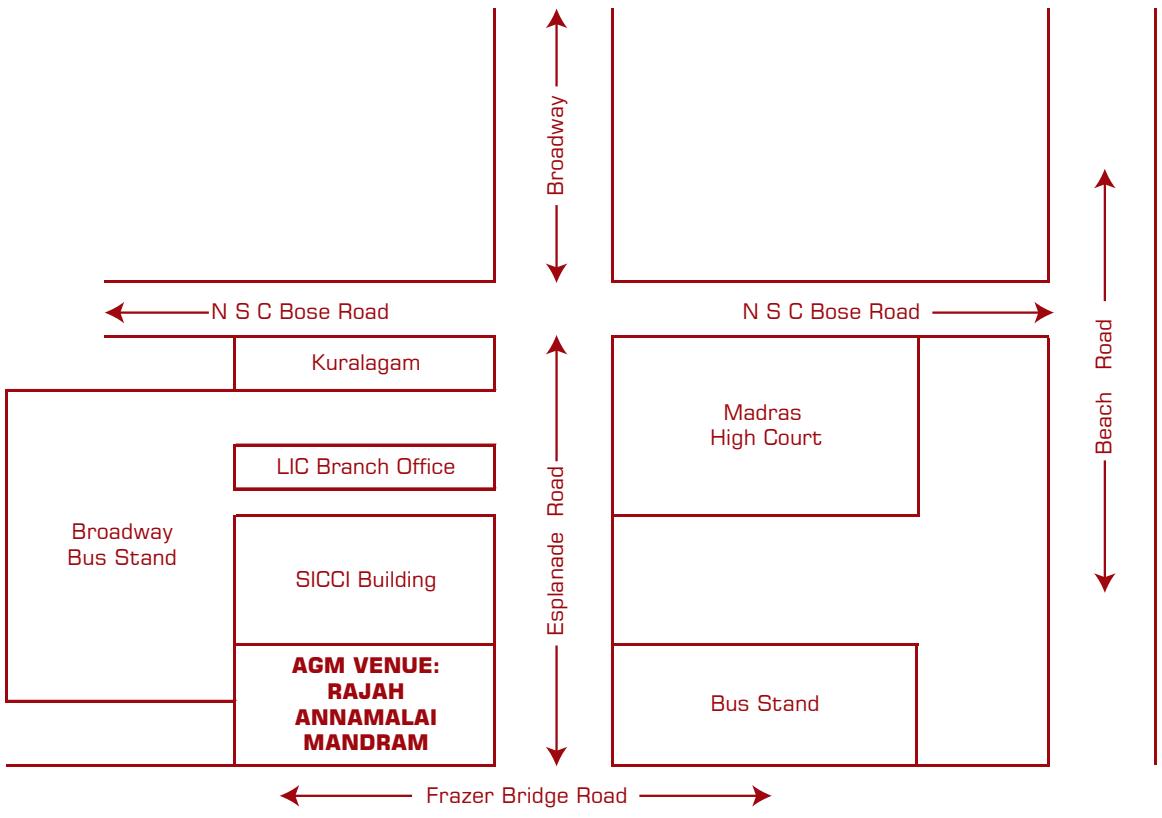
Ms. Sashikala Srikanth (DIN: 01678374), 62, is a graduate in Economics and a Chartered Accountant. At present she is providing consultancy services to various corporates including in the area of CSR. Prior to this she was Senior General Manager – Resources of IAL Group and Group Financial Controller of Shattaff Group, in Dubai from 2003 to 2005 and held various positions in MAC Group of Companies from 1995 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 Southern Petrochemical Industries Corporation Limited, Tamilnadu Petroproducts Limited, SICAGEN India Limited, Greenstar Fertilisers Limited, EDAC Engineering Limited, Mercantile Ventures Limited, Trust Properties Development Co Private Limited and AM Foundation. She is also Director of AMCHEM Speciality Chemicals UK Limited, UK and AMCHEM Speciality Chemicals Private Limited, Singapore, subsidiaries of MPL.

She is the Chairperson of the Audit Committees of Southern Petrochemical Industries Corporation Limited (SPIC), Greenstar Fertilizers Limited (GFL), SICAGEN India Limited (SICAGEN) and Tamilnadu Petroproducts Limited (TPL), and Member of Audit Committees of EDAC Engineering Limited (EDAC) and MPL and Member of the Audit Committee and Stakeholders Relationship Committee of Mercantile Ventures Limited. Her other Committee positions are: Chairperson - Risk Management Committees of TPL, MPL and MVL, Chairperson - CSR Committee of MVL, Member - Nomination and Remuneration Committees of MVL, GFL, EDAC and SICAGEN. Member – CSR Committee of SICAGEN, MPL, TPL and GFL.

None of the above directors are related to any other directors of the Company. Except Mr. Ashwin C Muthiah, who holds 13,648 equity shares, none of the other directors hold any shares in the Company.

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



INSTRUCTIONS FOR EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS

- (i) The voting period begins on **2nd August 2019 at 9.00 AM and ends on 4th August 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, 29th July 2019 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/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). <ul style="list-style-type: none"> • 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 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.
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. <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) **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**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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.



Manali Petrochemicals Limited
CIN: L24294TN1986PLC013087

ATTENDANCE SLIP

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

Telefax: 22351098 E-mail: companysecretary@manalipetro.com Website: www.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. REPRESENTATIVES OF CORPORATE MEMBERS ARE REQUIRED TO PROVIDE CERTIFIED COPY OF THE RELEVANT BOARD RESOLUTION TO ATTEND AND VOTE AT THE MEETING.

Name of the Member(s)		Folio/DP ID-Client ID No.	
No. of Shares held			

I hereby record my presence at the 33rd ANNUAL GENERAL MEETING of the Company held at **RAJAH ANNAMALAI MANDRAM**, Esplanade, Chennai - 600 108 at 10.00 AM on Monday, the 5th August, 2019.

NAME OF PROXY IN BLOCK LETTERS

SIGNATURE OF THE SHAREHOLDER/PROXY*

* Strike out whichever is not applicable



Manali Petrochemicals Limited
CIN: L24294TN1986PLC013087

PROXY FORM

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

Telefax: 22351098 E-mail: companysecretary@manalipetro.com Website: www.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) holding..... 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 33rd Annual General Meeting of the Company, to be held on Monday, the 5th August, 2019 at 10.00 AM 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
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(Tick Mark the Sl. No. of Resolutions for which the proxy is appointed)

Signed this _____ day of _____ 2019.

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.

**REQUEST TO SHAREHOLDERS FOR INFORMATION UNDER SECTION 88 OF
THE COMPANIES ACT, 2013 AND TO REGISTER THEIR E-MAIL IDs**

1. As per Section 88 of the Companies Act, 2013 (the Act) the Register of Members is required to be updated with certain additional particulars, such as PAN, CIN/UIN etc. Persons holding shares in physical form are requested to furnish the relevant information to enable the Company to comply with the said requirements of the Act.
2. The Ministry of Corporate Affairs and the Securities Exchange Board of India have, as part of their Green Initiative permitted the companies to send the annual report, notices and other communication to the shareholders in electronic form. As per Rule 18 of the Companies (Management & Administration) Rules, 2014 the Company shall provide an advance opportunity at least once in a financial year, to the member to register his e-mail address and changes therein. Accordingly for receiving the annual report and other communication from the Company electronically, all the members who hold shares in physical form are requested to register their e-mail ids with the Registrar and Share Transfer Agents in the format appended. Members holding shares in demat form may kindly furnish their details to their Depository Participant.

The information may be filled in the below form duly signed and sent to the Registrar and Share Transfer Agents through post, courier or by e-mail with the scanned copy of the duly signed form or handed over at the AGM Venue.

Cameo Corporate Services Limited,
Unit: Manali Petrochemicals Limited
Subramanian Building
1 Club House Road, Chennai 600 002
E-mail:investor@cameoindia.com

Dear Sirs,

As requested I am furnishing the additional particulars relating to my holding in the above Company, which may kindly be registered.

Name of the Sole/First Holder	
Folio No.	
E-mail id	
PAN	
CIN/UIN	

I also hereby register for receipt of communication including notices and annual reports electronically to the above e-mail address.

Thanking you

Yours faithfully

Place:

Date:

Signature



Manali Petrochemicals Limited

Registered Office:

SPIC House, 88 Mount Road Guindy, Chennai 600 032

CIN: L24294TN1986PLC013087

Telefax: 044-2235 1098

Email: companysecretary@manalipetro.com

Website: www.manalipetro.com