



Manali Petrochemicals Limited

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

RESULT OF VOTING BY POSTAL BALLOT THROUGH REMOTE E-VOTING

Notice of Postal Ballot dated 4th October 2021 was issued 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) and MCA Circulars Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and 10/2021 dated 23rd June 2021 for obtaining the consent of the Members for the following items through Postal Ballot by electronic remote voting:

Special Business

By way of Special Resolutions:

1. Approval for amendment to the Memorandum of Association of the Company
2. Approval for amendments to Articles of Association of the Company

By way of Ordinary Resolutions:

3. Approval of appointment of Mr. T K Arun [DIN 02163427] as an Independent Director,
4. Approval for Mr. Muthukrishnan Ravi [DIN:03605222] Managing Director, to hold an office or place of profit in Notedome Limited, a subsidiary of the Company and
5. Ratification of remuneration to Cost Auditors for the year 2021-22

The draft of the Resolutions to be passed for these purpose, together with the Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts and reasons thereto, was circulated to the members for sending their assent or dissent through remote E-voting before 5.00 PM on 05-11-2021

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations) and in terms of Section 108 of the Act, and the Rules made there-under, the Company engaged Central Depository Services (India) Limited (CDSL) as the agency for facilitating the members to communicate their assent or dissent through **Electronic Means** in respect of the aforesaid resolutions.

The e-voting commenced at 9.00 AM on 7th October 2021 and ended on 5th November 2021 at 5.00 PM.

M/s. B Chandra & Associates, Practising Company Secretaries, Chennai, was appointed as the Scrutinizers, in terms of the resolution of the Board passed at its meeting held on 29th September 2021 for conducting the voting by postal ballot and through electronic means in a fair and transparent manner.



Manali Petrochemicals Limited

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

Upon completion of the voting process at 5.00 pm on 5th November 2021 the Scrutinizers submitted their report on 8th November 2021 (copy enclosed). As per the Report, the following resolutions proposed in the notice of the Postal Ballot have been duly passed as a **Special Resolutions and Ordinary Resolutions**:

A. SPECIAL RESOLUTIONS

1. Amendment to the Objects Clause of the Memorandum of Association

RESOLVED THAT

a. Pursuant to Section 13 of the Companies Act, 2013 and other applicable provisions, if any, the Rules made thereunder, and subject to such approvals as may be necessary, sanction is accorded for amendment of the Objects Clause of the Memorandum of Association of the Company by substituting the existing Clause III (2) with the following:

“2. To set up plants and operate, render consultancy services and engage in Research and Development activities; and to maintain, render assistance and services of all and every kind or any description for manufacturing, altering, improving, trading, importing and exporting all petrochemicals, heavy chemicals, agro-chemicals, fertilizers, basic materials for detergents; detergents and their by-products of every description; catalysts, packing and packaging materials, equipment, components, consumables and similar materials used/required for production and distribution of the said products; whether required for commercial, civil or military, defence purposes or otherwise.”

b. The Board of Directors is authorised to do all such acts, deeds, matters and things as may be necessary, usual, proper or expedient in connection with the above proposal.

2. Amendments to the Articles of Association of the Company

RESOLVED THAT

a. Pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and subject to such approvals as may be required, sanction is accorded for amendment of the Articles of Association of the Company by substitution of the existing Articles with the new Articles or as the case may be, by insertion of new Articles as specified in the below table:

Article	Existing Article/Clause	New Article/Clause
1	The Regulations contained in Table 'A' in the First Schedule to the Companies act 1956 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company.	The Regulations contained in the Model Articles specified under the extant Companies Act shall apply to the Company to the extent they are not inconsistent with those embodied in the following Articles, which shall be the regulations for management of the Company.
2 (a)	“The Act” or “The Companies Act” shall mean “The Companies Act, 1956”	“The Act” or “The Companies Act” shall mean the Companies Act, for the time being in force in India and include the rules, regulations and other directives issued thereunder. Any reference in these Articles to any previous enactments shall be construed



Manali

Manali Petrochemicals Limited

Article	Existing Article/Clause	New Article/Clause
		to refer to the extant Companies Act and the provisions shall be interpreted as per the extant Act. In case of any inconsistency or variation between any of the Articles and the Act for the time being in force, the provisions of the Act shall be applicable and such Articles shall be deemed to have been amended to this extent.
2A (Marginal Note)	----	<i>Company's Power to rights, privilege, etc.</i>
2A	----	In respect of any right, privilege or authority to the Company granted under the Act or any other law for the time being in force, but requiring specific authorization in the Articles of Association, such authorization is hereby provided to the Company. Accordingly, the Company is hereby empowered to have such right, privilege or authority and be entitled to carry out its activities as have been permitted under the Act or as the case maybe, any other law and wherever required, as if such separate/specific Article has been embodied in these presents.
3A (Marginal Note)	----	<i>Buy back of shares</i>
3A	----	The Company may purchase its own shares from its Members as provided in the Act and relevant regulations.
7 (II)	The Directors may with the sanction of the Company in general Meeting offer and allot shares to any person at their discretion provided that such sanction is accorded either by: a. a special resolution passed at any General Meeting; b. by an ordinary resolution passed at a General Meeting by a majority of the voters cast with the approval of the Central Government in accordance with Section 81 of the Act.	The Directors may with the sanction of the Company in General Meeting, offer and allot shares to any person at their discretion provided that such sanction is accorded as specified in the Act and/or any other law for the time being in force.
10 (Marginal Note)	Not to issue shares with disproportionate rights	<i>Issue of shares with disproportionate rights</i>



Manali

Manali Petrochemicals Limited

Article	Existing Article/Clause	New Article/Clause
10	The company shall not issue any shares (not being preference shares) which carry voting right or rights in the company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being preference shares.	Subject to the relevant provisions of the Act, the Company may issue any equity shares with differential rights as to dividend, voting or otherwise.
55 (1)	The Company shall keep a book to be called the "Register of Members" and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.	The Company shall keep a book to be called the "Register of Members" and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register. Inspection of the Register and provision of copies shall be as prescribed under the Act. The fee for such inspection or copies shall, subject to the limits, if any prescribed under the Act, be as determined by the Board from time to time.
91 (c)	Subject to the provisions of the Act, the Company in General Meeting may by special resolution sanction and pay to the Directors in addition to the said fees set out in sub-clause (a) above, a remuneration of not exceeding one percent (1%) of the net profits of the company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they had held office respectively as such Directors.	Subject to the provisions of the Act, the Company in General Meeting may by special resolution sanction and pay to the Directors, other than executive directors, in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding such percentage of the net profits of the company calculated in accordance with the provisions of the Act. The said amount of remuneration shall be paid to all or any such Director(s) of the Company who held office as Non-Executive Director at any time during the financial year in respect of which such remuneration is paid in such proportion or manner as prescribed under the Act or as determined by the Board.
153	The seal shall not be affixed to any instrument except by authority of a resolution of the Board or committee and unless the Board otherwise determines every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the company, be signed by two Directors, in whose presence the seal shall have been affixed and counter signed by the Secretary or such other person as may from time to	The seal shall not be affixed to any instrument except by authority of a resolution of the Board or Committee. Unless the Board otherwise determines every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by at least one Director or such other person as may be authorized by the Board, in whose presence the seal



Manali

Manali Petrochemicals Limited

Article	Existing Article/Clause	New Article/Clause
	time be authorised by the Board and provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same provided also the counter signature of the Managing Director or whole time Director or other authorised person shall not be necessary in the case of instrument executed in favour of the Managing Director or Whole Time Director or the said authorised person, which shall be sealed in the presence of any one Director and signed by him on behalf of the company. -	shall have been affixed and counter signed by the Secretary or such other person as may from time to time be authorised by the Board. Provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same. Provided also that the counter signature of the Managing Director or Whole Time Director or other authorised person shall not be necessary in the case of instrument executed in favour of the Managing Director or Whole Time Director or the said authorised person, which shall be sealed in the presence of any one Director and signed by him on behalf of the company.

- b. The Board of Directors is authorised to do all such acts, deeds, matters and things as may be necessary, usual, proper or expedient in connection with the above proposal.

B. ORDINARY RESOLUTIONS

3. Approval for appointment of Mr. T K Arun, [DIN: 02163427] as an Independent Director of the Company

RESOLVED 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, SEBI (LODR) Regulations, 2015 and the Articles of Association of the Company, the appointment of Mr. T K Arun, (DIN: 02163427) as an Independent Director of the Company for a period of five years from 29th September 2021 is approved.

4. Approval for Mr. Muthukrishnan Ravi, [DIN: 03605222] Managing Director to hold an office or place of profit in Notedome Limited, UK a subsidiary of the Company

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 appoint Mr. Muthukrishnan Ravi, (DIN: 03605222), Managing Director, to hold office or place of profit in Notedome Limited, UK, a Subsidiary of the Company on such terms and conditions as may be decided from time to time by the Board of Directors of the said Subsidiary, which shall be, in addition to his holding an office or place of profit in AMCHEM Speciality Chemicals Private Limited, Singapore, as approved earlier by the Members through Postal Ballot on 26-03-2016.



Manali Men

Manali Petrochemicals Limited

b. The Board of Directors is authorised to do all such acts, deeds, matters and things as may be necessary, usual, proper or expedient in connection with the above proposal.

5. Ratification of remuneration to Cost Auditors for the year 2021-22

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013, the remuneration of ₹ 2,50,000/- (Rupees two lakh fifty thousand only) to M Krishnaswamy & Associates, Cost Accountants, Chennai, the Cost Auditors of the Company for the year 2021-22 is ratified.

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

M Karthikeyan

M Karthikeyan

DIN: 08747186

Whole-Time Director (Operations)

Place: Chennai

Date: 08.11.2021





B.CHANDRA & ASSOCIATES

PRACTISING COMPANY SECRETARIES

AG3 RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai – 600026
REGN NO P2017TN065700

E-mail: bchandraandassociates@gmail.com
bchandracosecy@gmail.com
H/P: 9840276313, 9840375053

08.11.2021

SCRUTINIZER'S REPORT

To

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

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

Dear Sir,

Please refer to your letter dated 29-09-2021 appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot process for passing Special Resolutions as well as Ordinary resolutions in respect of items mentioned elsewhere in the report in line with Circular No14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and 10/2021 dated 23rd June 2021

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

1.1	<p>The Company on 5th October 2021 sent the Notice of Postal Ballot dated 4th October 2021 along with explanatory statement and guidance for voting electronically by the Members, by e-mail through the Registrar & Transfer Agent M/s Cameo Corporate Services Limited. The e-mails were sent to Members whose names appeared on the Register of Members/list of beneficial owners provided by the Depositories as on 30-09-2021 and whose E-mail ids were registered with the Company/Depository participants. Members were given the option to vote electronically on e-voting platform, provided by the Central Depository Services (India) Limited (CDSL), to enable them to cast their votes electronically.</p> <p>The required paper advertisement with respect to other shareholders inter alia by way of seeking updation of mail ids to a dedicated email id/online process had been given on 18th August 2021, in connection with the Annual General Meeting of the Company held on 28th September 2021</p>
-----	--

1.2	The Public Advertisement, with respect to dispatch of postal ballot, was published on 7th October 2021 in English Newspaper "Financial Express" & in Tamil Newspaper "Makkal Kural" on 6th October 2021. In this Notice, Members had been informed about the availability of the notice in the Websites of the Company, CDSL and the Stock Exchanges and the facility to write to the RTA to get a copy through E-mail.
1.3	In terms of the Notice, the E-voting commenced on 7th October 2021(9.00 AM) and ended on Friday, 5th November 2021 (5.00 P.M)
1.4	Particulars of all the votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	RTA has confirmed that votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries.
1.6	All votes cast through e-voting upto 5.00 PM on 5th November 2021, the last date and time fixed by the Company for postal ballot through E-voting, were considered for our scrutiny.

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

S. No	Resolution	Nature of Resolution
1	Amendment to the Objects Clause of the Memorandum of Association	Special
2	Amendments to the Articles of Association of the Company.	Special
3	Approval for appointment of Mr. T K Arun (DIN: 02163427) as an Independent Director of the Company.	Ordinary
4	Approval for Mr. Muthukrishnan Ravi, [Din: 03605222] Managing Director to hold an office or place of profit in Notedome Limited, UK a subsidiary of the Company	Ordinary
5	Ratification of remuneration to Cost Auditors for the year 2021-22	Ordinary

A summary of the voting by e-voting for all the five resolutions are given below:

Resolution No.	Count of Votes cast for	Sum of votes cast for	Count of votes cast against	Sum of votes cast against	Total valid votes	Assent %	Dissent %
1	124	81373148	8	4868	132	99.99%	0.01%
2	124	81373148	8	4868	132	99.99%	0.01%
3	109	79887181	21	1490410	130	98.17%	1.83%
4	105	79807162	25	1570429	130	98.07%	1.93%
5	122	81373567	10	4449	132	99.99%	0.01%

No votes were made invalid.

Since the number of votes cast in favour were more than 3 times the number of votes cast against in respect of resolutions in S No 1 and 2 and in respect of resolution 3 to 5, the number of votes cast in favour exceeded the number of votes cast against, we hereby report that all these resolutions were duly passed with requisite majority as Special resolutions (for resolution numbers 1 and 2) and as Ordinary Resolutions (for resolution numbers 3, 4 and 5).

3 You may accordingly declare the result of the voting by Postal Ballot as having

been passed with requisite majority which shall be deemed to have been passed on 5th November 2021.

- 4 The e-voting data and all other connected records relating to the aforesaid postal ballot/e-voting process received are under our safe custody and the same, for preserving safely, will be handed over to the Company after the Chairman signs the Minutes.

Thanking you,

Yours Sincerely,

BALASUBRAMA Digitally signed by
NIAN CHANDRA BALASUBRAMANIAN CHANDRA
Date: 2021.11.08 15:01:53 +05'30'

B Chandra
Partner
B CHANDRA AND ASSOCIATES
Company Secretaries in Practice
CP No. 7859
UDIN A020879C001372086

Received the Report on behalf of the Chairman

For Manali Petrochemicals Limited



M. Karthikeyan
Wholetime Director (Operations)
08-11-2021

