

RESULTS OF VOTING AT THE ANNUAL GENERAL MEETING

The 28th Annual General Meeting of the Company was held on 13th August 2014 at Raja Annamalai Mandram, Esplanade Road, Chennai 600 108 at 10.30 A.M.

Pursuant to the provisions of Companies Act, 2013 and revised Clause 35B of the Listing Agreement, the Company had through CDSL platform provided e-voting facility to its members for voting on the resolutions proposed in the AGM Notice. E- Voting commenced on August 6, 2014 and ended on August 8, 2014.

In order to provide an opportunity to the shareholders who could not exercise the e-voting, the Chairman, suo moto, ordered to conduct the voting at the venue by Poll.

Mrs. B Chandra was appointed as the Scrutinizer for both the e-voting and polling at the venue. The voting by the Members through e-voting and by poll at the venue of the AGM have been consolidated and the Scrutinizer has submitted her report vide copy enclosed.

As per the Report of the Scrutinizer, all the resolutions proposed in the notice of the AGM have been duly passed details of which are available in the Report.

By order of the Board
For Manali Petrochemicals Limited



R Kothandaraman
Company Secretary



REGD. OFFICE : "SPIC House" 88, Mount Road, Guindy, Chennai - 600 032.

AN ISO 9001 & 14001 CERTIFIED COMPANY

CIN : L24294TN1986PLC013087 - visit us at : www.manalipetro.com

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B.CHANDRA
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FORM NO. MGT - 13

Report of the Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

Dated 13th August, 2014

To

The Chairman,

of the Annual General Meeting of the Equity Shareholders of Manali Petrochemicals Limited, held on Wednesday, 13th of August, 2014 at Rajah Annamalai Mandram, No. 5, Esplanade Road (Near High Court), Chennai – 600 108, at 10.30 A.M.

Subject: Consolidated Report of Poll & E-voting with respect to Ordinary & Special Resolution(s) under various provisions of the Companies Act, 2013 read with Rules made there under – Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, framed there under & Voting by Poll under Section 109 of the Companies Act read with Rule 21 of the Companies (Management & Administration) Rules, 2014, framed there under

Respected Sir,

I, **B Chandra**, Practising Company Secretary, having my office at A2 Happy Home Apartments , New No.9, United India Colony, 4th Main Road, Kodambakkam, Chennai – 600 024 appointed as Scrutinizer as per the letter dated 12th July 2014, for the purpose of voting by electronic means and poll on the below mentioned resolutions, at the Annual General Meeting of the equity shareholders of *Manali Petrochemicals Limited*, held on 13th of August 2014, at Rajah Annamalai Mandram, No. 5, Esplanade Road (Near High Court), Chennai – 600 108 at 10.30 A.M., hereby submit my report as under:

a.	Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notices convening the Annual General Meeting including Statement under Section 102 of the Act have been despatched to all the members of the company through electronic means (wherever email ids were available) and to the other share holders by registered post and through courier by the 19 th July 2014 and subsequently, the notice was also placed on the website of the company and that of the agency, i.e., Cameo Corporate Services Limited (Registrar and Share Transfer Agent). The members of the company were given an option to vote electronically on e-voting platform, provided by the Central Depository Services Limited (CDSL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published on the newspaper 'Makkal Kural' on the 21 st of July 2014 and 'The Economic Times' on the 22 nd of July 2014.
c.	The e-voting period commenced on 6 th of August 2014 and ended on the 8 th of August 2014 with the e-voting system available at all times except between 00:00 hrs and 01.00 hrs (IST).
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 8 th August 2014, the CDSL portal was blocked for voting.
e.	The votes cast under e-voting were unblocked in the presence of two witnesses not in employment of the company on the 9 th of August, 2014.
f.	A register has been maintained electronically to record the assent and dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares, etc. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
g.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to attend the Annual General Meeting (AGM).

At the Annual General Meeting held at the scheduled date, time and venue, the Chairman announced a poll taking into account the provisions of Section 109 of the Companies Act, 2013 and the rules referred therein read with the **General Circular No. 20/2014** issued by the **Ministry of Corporate Affairs** dated 17th June 2014.

The polling papers in **Form MGT-12** as per the Companies (Management & Administration) Rules, 2014 were distributed to the shareholders who were present. The shareholders cast their votes in the four ballot boxes placed at convenient locations in the venue.

Four empty polling boxes were locked and sealed in the presence of the members and the proxies.

1. At the time fixed for closing of the poll by the Chairman, all the four ballot boxes kept for polling were locked in my presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my presence and also in the presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolution	RESOLUTION TYPE
		ORDINARY/SPECIAL
1	To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2014 including audited Balance Sheet as at 31 st March 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Ordinary
2	Declaration of Dividend for the year 2013-14.	Ordinary
3	To appoint a Director in place of Mr. T K Arun (DIN: 02163427), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary
4	Reappointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Registration NO. 008072S) Auditors of the Company	Ordinary
5	To appoint Brig. (Retd.) Harish Chandra Chawla (DIN: 00085415) as an Independent Director of the Company for a period of 5 years from 28 th May 2014.	Ordinary
6	To appoint Mr. Kulbir Singh (DIN: 00204829) as an Independent Director of the Company for a period of 5 years from 28 th May 2014.	Ordinary

7	To appoint Mr. G. Balasubramanian (DIN: 06874838) as a Director of the Company	Ordinary
8	To empower the Board to borrow moneys in excess of the paid-up capital and free reserves and also to mortgage and/or charge the assets of the Company to secure such borrowings.	Special
9	To appoint Mr. Muthukrishnan Ravi (DIN: 03605222) as the Managing Director of the Company for a period of 3 years with effect from 29 th July 2014	Special
10	To appoint Mr. G. Balasubramanian (DIN: 06874838) as a Whole-Time Director (Works) of the Company for a period of three years with effect from 28 th May 2014.	Special

The details of the number of members present, voting in person or by proxy and through electronic means and the valid/invalid votes in respect of each of the resolutions is as below:

Resolution S.No	Number of members who have cast their votes either by e-voting & poll		Number of valid votes	Number of invalid votes
	ASSENT	DISSENT		
1	62	7	69	1
2	60	9	69	1
3	54	13	67	3
4	56	12	68	2
5	55	12	67	3
6	55	12	67	3
7	57	10	67	3
8	50	17	67	3
9	57	10	67	3
10	58	9	67	3

The summary of the results in terms of the number of votes cast for and against out of the total valid votes is given below:

E VOTING & POLL						
Resolution S.No	Votes cast in Favour (In Nos.)	Votes cast Against (In Nos.)	Total - Valid Votes	Assent %	Dissent %	Passed /Not Passed
1	77093130	1396	77094526	99.998%	0.002%	Passed as an Ordinary Resolution
2	77093109	1417	77094526	99.998%	0.002%	Passed as an Ordinary Resolution
3	77088475	5401	77093876	99.993%	0.007%	Passed as an Ordinary Resolution
4	77089025	5301	77094326	99.993%	0.007%	Passed as an Ordinary Resolution
5	77088430	5446	77093876	99.993%	0.007%	Passed as an Ordinary Resolution
6	77088575	5301	77093876	99.993%	0.007%	Passed as an Ordinary Resolution
7	77089175	4701	77093876	99.994%	0.006%	Passed as an Ordinary Resolution
8	77085244	8632	77093876	99.989%	0.011%	Passed as a Special Resolution
9	77089030	4846	77093876	99.994%	0.006%	Passed as a Special Resolution
10	77089180	4696	77093876	99.994%	0.006%	Passed as a Special Resolution

Since the requisite no. of votes cast in **FAVOUR** exceeded the no. of votes cast **AGAINST** in respect of resolutions in S.No 1 to 7 and the no. of votes cast in favour were not less than three times the votes cast against in respect of resolutions in S.No

8 to 10, I hereby report that the above resolutions were passed with requisite majority.

4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/~~Director authorized by the Board~~ for safe keeping.
5. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the company, once the Minutes are approved and signed.

Thanking you,

Yours faithfully,



B CHANDRA
Company Secretary in Practice
C.P No. 7859

Encl: Polling Papers 39 in number.