Ref : Secy/NSE/D144 4th September 2026

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Symbol: SPIC

Dear Sir,

Sub: Disclosure of Information pursuant to Regulation 30(6) of SEBI (LODR) Regulations, 2015 – Notice of Annual General Meeting.

We submit herewith a copy of the Notice convening the 55th Annual General Meeting (AGM) of the Company scheduled to be held at **2:00 P.M. (IST) on Monday, the 28th September 2026** through Video Conference (VC)/ Other Audio-Visual Means (OAVM), being sent to the Shareholders.

We request you kindly to take note of the above disclosure on records.

Thanking You,

Yours faithfully,

For Southern Petrochemical
Industries Corporation Ltd.,

RAMANAN SWAMINATHAN
Digitally signed by RAMANAN SWAMINATHAN
Date: 2026.09.04 22:08:23 +05'30'

R Swaminathan
Company Secretary

Encl: as above

SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED

Registered Office: “SPIC House”, No. 88, Mount Road, Guindy, Chennai - 600 032.
CIN: L11101TN1969PLC005778;
E-mail: spiccorp@spic.co.in; website: www.spic.in; Ph: 044-22350245

NOTICE

NOTICE is hereby given that the **FIFTY FIFTH ANNUAL GENERAL MEETING** of the Members of Southern Petrochemical Industries Corporation Limited will be held at 2:00 P.M. (IST) on Monday, the 28th September 2026 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

To consider and if thought fit, to pass the following items of business, as Ordinary Resolutions:

1. To adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2026 along with the Report of the Board of Directors and Auditor's thereon.

   "**RESOLVED THAT** the Audited Financial Statements (both Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2026 together with the Auditor's Report thereon and the Report of the Board of Directors for the Financial Year ended on that date be and are hereby received and adopted."

2. To declare dividend on equity shares for the Financial Year ended 31st March, 2026.

   "RESOLVED THAT as recommended by the Board of Directors, a dividend of Rs. 2.00 per equity share on 20,36,40,336 equity share of Rs. 10/- each, fully paid up (subject to rounding off and withholding tax) be and is hereby declared out of the profits for the financial year ended 31st March 2026 and the same be paid:

   i. In respect of shares held in physical form, to those Members whose names appear in the Register of Members on Monday, the 28th September 2026 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 Monday, the 21st September 2026."

3. To appoint Ms. Devaki Muthiah Chardon (DIN: 10073541), who retires by rotation, as a Director of the Company and being eligible offers herself for re-appointment.

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act"), Ms. Devaki Muthiah Chardon (DIN: 10073541), Director of the Company, retiring by rotation, eligible for re-appointment and having offered herself for re-appointment be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following items of business as Ordinary Resolutions:

4. To appoint Thiru. P Sankar, IAS (DIN: 05125853) as Nominee Director of the Company representing Tamilnadu Industrial Development Corporation Limited.

   "RESOLVED THAT pursuant to Section 152(2), 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, Thiru. P Sankar, IAS (DIN: 05125853), be and is hereby appointed as Nominee Director of the Company representing Tamilnadu Industrial Development Corporation Limited (TIDCO), liable to retire by rotation."

5. To appoint Thiru. Sanket Balvantrao Waghe, IAS (DIN:11865401) as Nominee Director of the Company representing Tamilnadu Industrial Development Corporation Limited.

   "RESOLVED THAT pursuant to Section 152(2), 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, Thiru. Sanket Balvantrao Waghe, IAS (DIN:11865401), be and is hereby appointed as Nominee Director of the Company representing Tamilnadu Industrial Development Corporation Limited (TIDCO), liable to retire by rotation."

6. To approve and ratify the remuneration of the Cost Auditors for the Financial Year 2026-27:

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder read with the provisions of Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 1,75,000/- (Rupees One lakh Seventy-Five thousand only) plus reimbursement of out-of-pocket expenses and subject to applicable taxes and levies to M/s. B Y & Associates, Chennai, Cost Accountants, (Firm Registration No. 003498) the Cost Auditors of the Company for Financial Year 2026-27 be and is hereby approved and ratified."

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

7. To re-appoint Mr. T K Arun (DIN: 02163427) as Independent Director of the Company:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualifications of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and Regulations 16(1)(b), 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Re-Appointment of Mr. T K Arun (DIN: 02163427) as an Independent Director of the Company for a further period of five years from 11th November 2026, not liable to retire by rotation, be and is hereby approved."

   "RESOLVED FURTHER THAT the Board of Directors of the Company (including 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), be and is hereby authorized to take such actions as may be required to give effect to this resolution and to do all other acts, deeds, matters and things as, the Board in its absolute discretion decide and as may be necessary, expedient or desirable in this regard."

8. To consider and approve the payment of remuneration to Non-Executive Directors (including Independent Directors) of the Company:

   "RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any of the Companies Act, 2013 ("the Act"), read with relevant Rules and Schedule (including any statutory modification(s) or re-enactment thereof for the time being in force), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, remuneration be paid to all the Non-Executive Directors (including Independent Directors) of the Company for attending the Meetings of the Board of Directors held during the Financial Year 2025-26 at the rate of Rs. 1,00,000/- (Rupees One lakh) per meeting of the Board attended by them, besides the sitting fees paid for attending each Board Meeting."

   "RESOLVED FURTHER THAT the Board of Directors of the Company (including 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), be and is hereby authorized to take such actions as may be required to give effect to this resolution and to do all other acts, deeds, matters and things as, the Board in its absolute discretion decide and as may be necessary, expedient or desirable in this regard."

9. To consider and approve revision in Remuneration to Mr. K R Anandan (DIN: 00314502), Whole-Time Director of the Company.

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Article 160 of the Articles of Association of the Company and other approvals, as may be necessary, approval be and is hereby accorded for the revision in the payment of remuneration to Mr. K R Anandan (DIN: 00314502) Whole-Time Director of the Company w.e.f. 1st April 2026, on the following terms and conditions:

   a) Basic Salary, Allowances & Perquisites : Rs. 1,02,28,272/-

   b) Performance Pay : Rs. 19,62,000/-

   c) Contribution to Provident Fund, NPS & Gratuity : Rs. 8,89,728/-

   d) Minimum Remuneration:

      In the event of loss or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration and the same shall be subject to the provisions of the Companies Act, 2013 and other applicable laws or such other approvals, as may be required under the relevant laws.

e) Contribution to Provident and other Funds, gratuity Leave eligibility, encashment of leave and other benefits shall be as per the Service Rules/Policies of the Company.

f) The following shall not be deemed to be remuneration to Mr. K R Anandan (DIN: 00314502):

- Provision of local travel facilities for official use, telephone at residence, mobile phone and other communication facilities.
- Reimbursement of entertainment expenses and travelling expenses actually incurred for the conduct of the business of the Company, subject to a reasonable ceiling as may be fixed by the Chairman/ Board of Directors from time to time.
- Other expenses incurred by him in relation to the discharge of duties in relation to the business of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including 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), be and is hereby authorized to take such actions as may be required to give effect to this resolution and to do all other acts, deeds, matters and things as, the Board in its absolute discretion decide and as may be necessary, expedient or desirable in this regard."

10. To consider and approve Payment of Special Incentive to Mr. K R Anandan, Whole-Time Director (DIN: 00314502) for the Financial Year 2025-26.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 160 of the Articles of Association of the Company and other approvals, as may be necessary, approval be and is hereby accorded for payment of special incentive of Rs. 15 Lakh (Rupees Fifteen Lakh only) to Mr. K R Anandan, (DIN: 00314502), Whole time Director of the Company for the Financial Year 2025-26."

(By order of the Board)

For Southern Petrochemical Industries Corporation Limited

Place : Chennai
Date : 14th August 2026

R Swaminathan
Company Secretary

NOTES:

a) The Ministry of Corporate Affairs ('MCA') vide its General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 with respect to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

b) In accordance with the aforesaid MCA Circulars, provisions of Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("LODR"), this AGM Notice, together with the Annual Report for the Financial Year 2025-26, is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company/ Depositories. The AGM Notice and Annual Report of the Company are also available on the Company's website at www.spic.in and on the website of the Stock Exchanges where the shares of the Company are listed viz., National Stock Exchange of India Limited - www.nseindia.com. Members who have not registered their email address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically, from time to time.

c) Book Closure for AGM: The Register of Members and the Share Transfer Books of the Company will remain closed from 22nd September 2026, Tuesday to 28th September 2026, Monday (both days inclusive).

d) The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred in the Notice will be available for inspection in electronic mode, during the AGM. Members seeking inspection can send an email for the purpose to shares.dep@spic.co.in.

e) The Explanatory Statement pursuant to Section 102 of the Act in respect of items 4 to 10 is annexed hereto.

f) Details furnished under Regulation 26 & 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) in respect of the Directors seeking appointment/re-appointment at this AGM forms an integral part of the Notice.

g) Pursuant to the provisions of the Companies Act, 2013 (the Act), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM, pursuant to the Circulars, physical attendance of Members has been dispensed with / is not permitted. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/ OAVM and cast their votes through E-Voting by forwarding the resolution authorizing them to attend and vote to the Scrutinizer or Cameo Corporate Services Limited, Registrar and Transfer Agent (RTA) of the Company.

h) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and as per the Circulars, the Company is providing facility of remote E-Voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a Member using Remote E-Voting as well as the E-Voting system during the AGM will be provided by M/s. Central Depository Services (India) Limited (CDSL). The Board has appointed M/s. B Chandra & Associates, Practicing Company Secretaries, Chennai as the Scrutinizer to scrutinize the E- Voting process (Remote and e-voting during the AGM) in a fair and transparent manner.

i) The Members can join the AGM in the VC/OAVM mode 15 minutes before or after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction.

j) Members holding shares in physical form are advised to promptly inform the Company of any change in address or other information. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company / RTA, for consolidation into a single folio. For updation / modification of any information relating to shares held in physical form, please refer to the procedure as laid down in the website of the Company https://www.spic.in/investors/get-in-touch/ and follow the procedure.

k) Process for those Shareholders whose Email/ Mobile No. are not registered with the Company/ Depositories:

In order to ensure that the Members receive all the communication sent by the Company, it is advised that the members may update their email address registered with RTA, Cameo Corporate Services Limited.

<u>For Physical Holding</u> - Refer Note j) given above.

<u>For Electronic/Demat Holding</u> - Please contact your Depository Participant (DP) and register your email address. Members are also requested to ensure that the option to receive the communication sent by the Company by email has been duly exercised and registered with the DP.

l) As per Regulation 40 of SEBI Listing Regulations, all requests for transfer of securities including transmission and transposition, issue of duplicate share certificate; claim from unclaimed suspense account; renewal/exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificates/folios shall be processed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to electronic form.

m) In compliance with the Circulars, Notice of the 55th AGM along with the Annual Report FY 2025- 26 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/RTA. The hard copy of full Annual Report of the Company shall be sent to the shareholders on request.

n) Members may also note that the Notice and the Annual Report will be available on the website of the Company, www.spic.in/investors/financial-results/ National Stock Exchange of India Limited www.nseindia.com, and CDSL i.e., www.evotingindia.com.

o) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

p) The voting rights of Members shall be in proportion to the shares held by the shareholders to the paid-up equity share capital in the Company as on Monday, 21st September 2026, the **"cut-off date"**.

q) Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act, read with the Rules made thereunder. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH- 13 duly filled to the RTA/ Company. The Nomination Form is also available on the website of the RTA/Company. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

r) Payment of dividend and withholding tax thereon:

i. The dividend for the Financial Year 2025-26 upon declaration at the ensuing 55th AGM, would be paid within 30 days from the date of AGM, as below:

1. In respect of shares held in physical form to those Members whose names appear in the Register of Members on Monday, 28th September 2026; and

2. 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 Monday, 21st September 2026.

ii Members may note that pursuant to the provisions of the Income-tax Act, 2025, dividend income is taxable in the hands of the shareholders, and the Company is required to deduct tax at source (TDS), as applicable, from the dividend amount payable to shareholders.

iii) For resident members:

1. No TDS shall be deducted from dividend payable to:

- Individual Shareholders if the amount of dividend payable by the Company during the Tax Year, in aggregate, does not exceed Rs. 10,000/-, or their income is below the taxable limit and a declaration is received by the Company in Form 121.
- Insurance Companies, Mutual Funds and domestic Alternative Investment Funds, subject to receipt of required documents from them by the RTA/Company.

2. TDS shall be deducted from dividend:

- at 10% where a valid Permanent Account Number (PAN), linked to Aadhaar, has been furnished to the Depository Participant (in case shares are held in electronic/ dematerialised form) or to the RTA of the Company (in case shares are held in physical form);
- at 20% where a valid PAN has not been furnished.

iv) For non-resident members:

- Non-resident shareholders may avail the benefit of tax treaty rate subject to eligibility under the applicable tax treaty and receipt of valid supporting documents by the RTA/Company.
- TDS shall be deducted from dividend at 20%, plus applicable surcharge and health & education cess or the applicable tax treaty, whichever is lower.

v) Where the dividend income as on the Record Date, i.e. Monday, the 21st September 2026, is assessable to tax in the hands of a person other than the registered shareholder (such as where shares are held by a clearing member, broker etc. on behalf of the actual beneficial owner), the registered shareholder shall furnish to the Company, on or before 5:00 PM (IST) 23rd September 2026, a declaration in accordance with Rule 203 of the Income-tax Rules, 2026 providing details of the person to whom credit for TDS is to be given. No request in this regard shall be considered after 5:00 PM (IST) 23rd September 2026.

vi) The relevant forms and declarations shall be provided through the Web-portal of the RTA https://investors.cameoindia.com/ and other documents mentioned above by email to investor@cameoindia.com / shares.dep@spic.co.in before 5:00 PM (IST) on Wednesday, 23rd September 2026 in order to enable the Company to determine and deduct appropriate TDS/ withholding tax rate.

vii) Incomplete and/ or unsigned forms and declarations will not be considered by the Company. No communication/ documents on the tax determination/ deduction shall be considered after Wednesday, 23rd September 2026, 5:00 PM (IST).

viii) No claim shall lie against the Company in respect of any taxes deducted at source in accordance with the applicable law.

s) As per SEBI guidelines, dividend is to be paid through electronic mode into the bank account of the shareholder as per the details furnished by the National Securities Depository Limited and Central Depository Services (India) Limited (collectively referred to as 'the Depositories') in case of shares held in demat mode and as per the records of the Company/RTA in case of shares held in physical mode.

t) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) and SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7 2024, has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

u) Compulsory transfer of Equity Shares to IEPF Authority: As per Section 124(5) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017 (IEPF Rules) and amendments made thereto, all shares in respect of which dividends remain unpaid or unclaimed for a consecutive period of 7 (seven) years or more are required to be transferred to the demat account of IEPF Authority. Pursuant thereto, the Company has transferred the underlying shares in respect of which dividends remained unclaimed for a consecutive period of seven years during the year 2018. The Members / claimants whose shares, have been transferred to IEPF may approach the Company for issue of Entitlement Letter. Upon receipt of Entitlement Letter, Members / claimants shall have to file an application with IEPF Authority in webform IEPF 5 (available on www.iepf.gov.in) in line with IEPF Rules. The details of shares transferred to IEPF are also available on the website of the Company at: https://www.spic.in/investors/transfer-of-shares-to-iepf/

v) The details of unpaid dividend relating to the Financial Years 2021-22 to 2023-24 as on 19th September 2025 being the date of the last AGM is available in the website of the Company https://www.spic.in/investors/dividend/. The updated details of unpaid dividend as on the date of the ensuing AGM relating to the Financial Years 2021-22 to 2024-25 would be uploaded on the Website of the Company in due course.

w) Shareholders who are yet to claim the outstanding dividends pertaining to FY 2021-22 onwards, are requested to contact the Company or Cameo Corporate Services Limited, RTA, at an early date and lodge their claims, to avoid transfer of said dividends to IEPFA. Notices in this regard are being sent to the shareholders by way of newspaper advertisements requesting shareholders to claim the unpaid dividends and avoid transfer of dividend/shares to IEPF. As per Section 124(5) of the Act, the Company is required to transfer the aforesaid unclaimed/unpaid dividend pertaining to FY 2021-22 and the corresponding shares to the IEPFA during FY 2029-30, if the shareholder has failed to encash/claim the dividends for a continuous period of seven consecutive years.

x) Members may register / update their bank account details with the Depository Participant for shares held in electronic form. For shareholders holding shares in physical form, the shareholders may update their bank account details with RTA/Company by submitting Form ISR-1 on or before Monday, 28th September 2026 for receiving the dividend electronically. For shares held in physical mode, please follow the procedure as laid down in the website of the Company https://www.spic.in/investors/get-in-touch/

INSPECTION OF DOCUMENTS:

All the documents referred to in the accompanying notice and explanatory statement annexed hereto shall be available for inspection during normal business hours on working days at the **Registered Office of the Company, from 9:00 AM (IST), Tuesday, the 22nd September 2026 till 5:30 PM (IST) Friday, the 25th September 2026.** Members wish to seek an inspection can send an email for the purpose to shares.dep@spic.co.in/spiccorp@spic.co.in. The documents and other information to be made available for inspection during the 55th AGM will be made available electronically through e-voting platform of CDSL.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE EVOTING AND E-VOTING DURING AGM FOR JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The voting period begins on Wednesday, 23rd September 2026 at 9:00 AM (IST) and ends on Sunday, 27th September 2026 at 5:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (**"Record Date"**) of Monday, 21st September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date of the 55th AGM, i.e. 28th September 2026 would not be entitled to vote during the Meeting.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, under

Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public noninstitutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

vi) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
	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.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN of Southern Petrochemical Industries Corporation Limited on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) 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.

(xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- 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 in the "Corporates" module.
- 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer viz; bchandraassociates@gmail.com and to the Company at the email address viz; shares.dep@spic.co.in (designated email address of company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 55th AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members desirous of speaking at the meeting are requested to register through the web portal of the RTA using the web-link: https://Investors.cameoindia.com. The above facility for participant registration will be open from 9:00 AM (IST) on Monday, 21st September 2026 to 5:00 PM (IST) on Thursday, 24th September 2026. It may please be noted that there will be no option for spot registration or through any other mode.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Members who do not wish to speak during the AGM but have queries may send their queries on or before Monday, 21st September 2026 by email to shares.dep@spic.co.in mentioning their name, demat account number/ folio number and mobile number. These queries will be attended and responded by the Company suitably.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if those shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) and send the duly filed form by email / post to the RTA.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Annexure to Notice

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

The following Explanatory Statement sets out the material facts on subjects referred in Item Nos. 4 to 10 of the Notice convening the 55th AGM:

ITEM NO. 4

The Board of Directors of the Company at their Meeting held on 14th August 2026, based on the recommendation of Nomination and Remuneration Committee had appointed Thiru. P Sankar, IAS, (DIN: 05125853), Nominee of M/s. Tamil Nadu Industrial Development Corporation Limited (TIDCO) as an Additional Director of the Company pursuant to Section 161 of the Act and to hold office upto the date of this AGM. The nomination made by TIDCO is considered as the proposal recommending the candidature. As the appointment has been recommended by the Nomination and Remuneration Committee, the requirement of Deposit under Section 160 of the Companies Act, 2013 is not applicable. The Board recommends the Ordinary Resolution in relation to the appointment of Thiru. P Sankar, IAS, (DIN: 05125853) as Director, liable to retire by rotation for approval by the Members of the Company as set out in Item No. 4 of the Notice.

Brief Profile of Thiru. P Sankar, IAS is as follows:

Dr. P Sankar is a 2006 batch IAS Officer who has held many key positions in various departments in the Government of Tamilnadu.

Presently, Dr. P Sankar, IAS is the Agricultural Production Commissioner and Secretary, Agriculture and Farmers Welfare Department. Earlier, Dr. P Sankar, IAS served as the Secretary of the Higher Education Department and the Managing Director of the Tamilnadu Textbook and Educational Services Corporation.

Memorandum of Interest:

Except Thiru. P Sankar, IAS, none of the Directors, Key Managerial Personnel of the Company and / or their relatives are interested in this Resolution.

ITEM NO. 5

The Board of Directors of the Company at their Meeting held on 14th August 2026, based on the recommendation of Nomination and Remuneration Committee had appointed Thiru. Sanket Balvantrao Waghe, IAS, (DIN: 11865401), Nominee of M/s. Tamil Nadu Industrial Development Corporation Limited (TIDCO) as an Additional Director of the Company pursuant to Section 161 of the Act and to hold office upto the date of this AGM. The nomination made by TIDCO is considered as the proposal recommending the candidature. As the appointment has been recommended by the Nomination and Remuneration Committee, the requirement of Deposit under Section 160 of the Companies Act, 2013 is not applicable. The Board recommends the Ordinary Resolution in relation to the appointment of Thiru. Sanket Balvantrao Waghe, IAS, (DIN: 11865401) as Director, liable to retire by rotation for approval by the Members of the Company as set out in Item No. 5 of the Notice.

Brief Profile of Thiru. Sanket Balvantrao Waghe, IAS is as follows:

Thiru. Sanket Balvantrao Waghe, IAS is a 2021 batch IAS Officer who has held many positions in various departments in the Government of Tamil Nadu. Presently, Mr. Sanket Balvantrao Waghe is the Executive Director, Tamilnadu Industrial Development Corporation Limited. He served as an Assistant Collector Training (Salem), Sub-Collector and Sub-Magistrate, Ponneri.

Memorandum of Interest:

Except Thiru. Sanket Balvantrao Waghe, IAS, none of the Directors, Key Managerial Personnel of the Company and / or their relatives are interested in this Resolution.

ITEM NO. 6

The Board of Directors on the recommendation of Audit Committee have appointed M/s B Y Associates, Cost Accountants, Chennai as Cost Auditor of the Company for the Financial Year 2026-27. Pursuant to Sections 142 and 148 of the Companies Act, 2013 read with the Companies Audit and Auditors) Rules, 2014, the approval of the Members of the Company are required for the payment of remuneration of Rs.1,75,000/- (Rupees one lakh seventy five thousand Only) apart from reimbursement of out of pocket expenses and applicable taxes to the Cost Auditor as considered and approved by the Board of Directors at their meeting held on 22nd May 2026 for the Financial Year 2026-27.

The Board recommends the proposal of payment of remuneration to the Cost Auditors for FY 2026-27 for approval/ratification by the Members by way of an Ordinary Resolution as set out in Item No. 6 of the Notice.

Memorandum of Interest:

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested in the resolution.

ITEM NO. 7

Mr. T K Arun (DIN: 02163427) is currently an Independent Director of the Company, who was appointed by the

Members of the Company in the 51st Annual General Meeting held on 30th September 2022 for a term of five years comencing from 11th November 2021 to 10th November 2026 (both days inclusive) and is eligible for re-appointment for the second term on the Board of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 ("the Act") and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), Mr. T K Arun (DIN: 02163427) is eligible for reappointment as an Independent Director for the second term of five years.

In the opinion of the Board, Mr. T K Arun fulfils the conditions specified in the Act and the LODR for his re-appointment as an Independent Director of the Company and is independent of the Management. Consent has been received from Mr. T K Arun to act as Independent Director of the Company. Notice proposing his candidature has been received under Section 160 of the Act.

Justification for continuation of the directorship of Mr. T K Arun is stated below:

Mr. T K Arun was initially appointed as a Non-Executive Non-Independent Director at the 47th Annual General Meeting held on 7th August 2018. Subsequently, considering his rich expertise, experience, and valuable contributions to the Company, the Board appointed him as Non-Executive Independent Director for a term of 5 years commencing from 11th November 2021 till 10th November 2026.

The Nomination and Remuneration Committee based on the performance evaluation, noted that Mr. T K Arun (DIN: 02163427) has performed his duties and roles as per the statutory requirement and has extensive knowledge and experience all of which has benefitted the Company, recommended the re-appointment as an Independent Director for a second term of 5 years w.e.f. 11th November 2026. The Board considers that his continued association would be of immense benefit to the Company, and it is desirable to continue to avail his services as an Independent Director of the Company.

Accordingly, the Board of Directors had re-appointed the said Director as Non-Executive Independent Director under Section 149 and other applicable provisions of the Act at their Meeting held on 14th August 2026 based on the recommendation of the Nomination and Remuneration Committee and has decided to recommend to the shareholders his re-appointment for a second term of 5 years w.e.f. 11th November 2026.

Pursuant to Regulation 17(1C) of LODR, approval of shareholders for the re-appointment of a person on the Board of Directors shall be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board recommends the Resolution in relation to the re-appointment of Mr. T K Arun (DIN: 02163427) as an Independent Director for a second term of 5 years w.e.f. 11th November 2026, for approval by the Members of the Company by passing a Special Resolution as set out in Item no. 7 of the Notice.

Memorandum of Interest

Except Mr. T K Arun, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested in the resolution.

ITEM NO. 8

At present the Non-Executive Directors (including independent directors) of the Company are paid sitting fee of Rs. 1 lakh per meeting of the Board attended by them. Considering the continued improved performance of the Company, other factors and the contribution by the Non-Executive Directors (NEDs) including the ID's during the Meetings, it is considered necessary to remunerate the NEDs including the ID's besides the sitting fees of Rs. 1 lakh paid for attending each Board Meeting.

The Board of Directors at their Meeting held on 14th August 2026 based on the recommendation of the Nomination and Remuneration Committee at its meeting held prior to the Board Meeting on the same day considered and approved the proposal to pay remuneration to Non-Executive Directors of the Company for the FY 2025-26. In respect of remuneration payable to Nominee Directors of Tamil Nadu Industrial Development Corporation Limited (TIDCO), the payment will be made to TIDCO. The proposed payment to Non-Executive Directors is well within the limits of remuneration as prescribed under Companies Act, 2013. The Board recommends the Special Resolution in relation to the payment of remuneration to Non-Executive Directors (including IDs) of the Company for the FY 2025-26 for approval by the Members of the Company as set out in Item No. 8 of the Notice.

Memorandum of Interest:

Except the Non-Executive Directors (including Independent Directors) and their relatives, none of the directors or Key Managerial Personnel of the Company and/or their relatives are interested in this Resolution.

ITEM No. 9 & 10:

Mr. K R Anandan aged 62 years is a qualified Chartered Accountant, Cost Accountant and Company Secretary having more than 33 years' experience in varied sectors including manufacturing, thermal energy, windmills, sugar and distilleries, fertilizers and petrochemicals. He joined the Company as Chief Financial Officer (CFO) on 26th May 2016.

Considering his qualification, experience and performance, the Board of Directors at their Meeting held on 13th February 2026, based on the recommendation of

Nomination and Remuneration Committee (NRC) and Audit Committee, had elevated his position and appointed Mr. K R Anandan (DIN: 00314502) as Whole-Time Director (Finance) for a period of three (3) years effective 13th February 2026, liable to retire by rotation, in addition to the position of CFO of the Company, at the same of remuneration of Rs. 1.20 Crore p.a. Subsequently, the Board of Directors at their Meeting held on 23rd March 2026 re-designated Mr. K R Anandan as Whole-time Director for the remaining period of his tenure (i.e.) w.e.f. 23rd March 2026 to 12th February 2026.

Subsequent to the close of the Financial year, the Board of Directors at their Meeting held on 22nd May 2026 relieved Mr. K R Anandan from the position of CFO and appointed Mr. Narasimhan Raghunathan as the CFO both effective 23rd May 2026

Revision in payment of Remuneration:

The NRC at their Meeting held on 14th August 2026, considering his performance and responsibilities, made recommendations to the Board of Directors for revision in payment of remuneration to Mr. K R Anandan as covered under resolution No. 9 of the Notice w.e.f. 1st April 2026 for the remaining period of his tenure.

Based on the recommendations of the NRC, the Board of Directors at their Meeting held on 14th August 2026 approved the revision in payment of remuneration to Mr. K R Anandan w.e.f. 1st April 2026 for the remaining term, subject to the approval of the Members.

As per Section 197 read with Section II Schedule V of the Companies Act, 2013, the remuneration in excess of the Iimits prescribed, shall be approved by the Members by way of special resolution. Accordingly, approval of the Members is sought for the revision in payment of remuneration to Mr. K R Anandan as covered in the item No. 9 resolution of the Notice.

In terms of Article 160 of Articles of Association of the Company and Section 196, 197, 203 and other applicable provisions if any, of the Act, approval of Members is now sought for the revision in remuneration.

Special Incentive Pay for FY 2025-26:

The Company has achieved a Profit After Tax (PAT) of Rs. 186.16 Crore for Financial Year 2025-26. In recognition of the valuable contribution of Mr. K R Anandan as CFO as well as WTD during FY 2025-26 and continued performance of the Company under his leadership, the Board of Directors of the Company at their Meeting held on 14th August 2026, based on the recommendation of the Nomination and Remuneration Committee approved the payment of special incentive for FY 2025-26 to Mr. K R Anandan, Whole-Time Director of the Company as part of the Special Incentive Programme of the Company as covered under resolution No. 10 of the Notice.

In terms of Article 160 of Articles of Association of the Company and Section 196, 197, 203 and other applicable provisions, if any of the Act, approval of Members is now sought for the payment of special incentive for FY 2025-26.

Accordingly, the Board recommends for approval of Shareholders, the Special Resolution in relation to payment of special incentive to Mr. K R Anandan as set out in Item No. 10 of the Notice.

Statement pursuant to Clause (IV) of second proviso to Paragraph B of Section II of part II of Schedule V to the Act:

A. General Information:

1. **Nature of Industry:**
   The Company is primarily engaged in manufacture and sale of Urea.
2. Year of commencement of commercial production: The commercial production of Urea, the main product of the Company, commenced during 1975.
3. Financial performance:
   The following are the results of the Company during the last three years.

(Rs. In Crore)

Financial parameters	2023-24	2024-25	2025-26
Total Income	1962.16	3100.25	3015.10
Net Profit / (Loss) (as per P&L a/c)	87.91	130.84	186.16
Rate of Dividends Declared	15%	20%	*20%
Amount of Dividend paid	30.54	40.72	*40.72

* Subject to approval of shareholders at the ensuing 55th Annual General Meeting.

4. Foreign Investments or Collaborations, if any: NIL

B. Information relating to Mr. K R Anandan:

I. Background details:

Mr. K R Anandan aged 62 years is a qualified Chartered Accountant, Cost Accountant and Company Secretary having more than 33 years' experience in varied sectors including manufacturing, thermal energy, windmills, sugar and distilleries, fertilizers and petrochemicals. He joined the Company as Chief Financial Officer on 26th May 2016. Prior to his current role, he was associated with M/s Greenstar Fertilizers Limited, M/s Tamilnadu Petroproducts Limited (TPL), M/s Tuticorin Alkali Chemicals and Fertilizers Limited (TFL), M/s BGR Energy Systems Limited, M/s RRB Limited and M/s GM Pens International Private Limited as Chief Financial Officer.

II. Past Remuneration:

Rs. 1.32 Crore during FY 2025-26 (including a special incentive pay of Rs. 15 Lakh for FY 2024-25 in the capacity of CFO)

III. Recognition or award:

He has been instrumental in obtaining Awards and Accolodes for the Company.

IV. Job profile and his suitability:

The duties and responsibilities of Mr. K R Anandan would be as follows:

a) Attending day to day functions of the Company.

b) Handling all accounting, finance, technical, projects, Information Technology and all other functions and responsible for the overall control of the affairs of the Company.

c) Being responsible for driving the business and other goals set by the Board.

Mr. K R Anandan leads the Company's accounting and finance functions and is also responsible for financial planning, risk management, and investment oversight, while also shaping the strategic direction that drives the Company's growth. His leadership has significantly strengthened financial governance, internal controls, compliance frameworks, and long-term value creation. His continued contribution is essential for sustaining the Company's growth.

V. Remuneration payable to Mr. K R Anandan, as the Whole-time Director of the Company is given in the Resolution No. 9 of the Notice.

VI. Comparative remuneration profile with respect of industry, size of the Company, profile of the position and person: - The proposed remuneration to Mr. K R Anandan is reasonable with respect to the industry, size of the Company and his job profile.

VII. Pecuniary relationship, directly or indirectly, with the Company / relationship with managerial personnel, if any: - Mr. K R Anandan has no pecuniary relationship directly or indirectly, with the Company (except to the extent of the remuneration received / receivable by him from the Company).

C. Other Information:

Reasons for Loss / Inadequacy of profit:

Though the Company is making consistent profits for the past three years and wiped out the accumulated losses, the profit as reworked pursuant to Section 198 is still negative in view of huge losses in earlier years.

Memorandum of Interest:

Except Mr. K R Anandan, none of the Directors / Key Managerial Personnel of the Company or their relatives are interested in this Resolution.

(By order of the Board)

For Southern Petrochemical Industries Corporation Limited

Place : Chennai
Date : 14th August 2026

R Swaminathan
Company Secretary

Details of the Director seeking appointment/re-appointment
[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1	Name	Ms. Devaki Muthiah Chardon (DIN: 10073541)
2	Date of Birth (Age in years)	21.06.1995 (31 years)
3	Nationality	Indian
4	Qualifications	First of the fourth generation of the Founder's family. She holds a Masters of Arts in Business Management from the University of Edinburgh. Till recently, served as a Senior Analyst at an Independent Investment Management Firm in London providing investment advisory services. Currently serving on the Board of AM International Holdings Private Limited, Penn Globe Limited and Notedome Limited. As part of joining the group, aims to drive strategic growth plans across Singapore, India and the UK to accelerate its future-readiness. Will work alongside the professional leadership team to grow the global footprint of various group businesses. She is committed towards the organisation's goal of attracting, developing, engaging, and retaining the best talent.
5	Brief resume of the Director	
6	Nature of expertise in specific functional areas	
7	Terms and conditions of Appointment	Non-Executive Director liable to retire by rotation.
8	Details of Remuneration	Sitting fees of Rs. 5 Lakh paid for Board Meetings attended during FY 2025-26. [Within the limits prescribed under the Act. (Non-Executive Director)]
9	Remuneration last drawn	Rs. 10 Lakh (1. Sitting fees of Rs. 5 Lakh paid for Board Meetings attended during FY 2025-26. 2. Remuneration of Rs. 5 Lakh for FY 2024-25 paid during FY 2025-26, based on the approval of Shareholders approval obtained at the 54th AGM of the Company.) [Within the limits prescribed under the Act. (Non-Executive Director)]
10	Date of first appointment on the Board	24th May 2023
11	Disclosure of relationships between directors inter-se and with other Key Managerial Personnel of the company	Ms. Devaki Muthiah Chardon is relative of Mr. Ashwin C Muthiah, Chairman of the Company
12	Number of Meetings of the Board attended during the year (FY 2025-26)	All the 5 Board Meetings held during FY 2025-26.
13.	Name of listed entities / other Companies in which the person so holds the directorship and the membership of Committees of the Board. (Mandatory Committees)	**Membership/Chairperson in the Committees of the Company** Stakeholders Relationship Committee - Member **Directorship in Other Companies** (Listed Company/Other entities): 1. Tuticorin Alkali Chemicals and Fertilizers Limited (TFL) 2. Manali Petrochemicals Limited (MPL) 3. Greenstar Fertilizers Limited (GSFL) **Membership/Chairperson in the Committees of other Companies** - Nil
14	Listed entities from which the person has resigned in the past three years	M/s. SICAGEN India Limited
15	Shareholding in the Company	Nil

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Details of the Director seeking appointment/re-appointment
[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1	Name	Thiru. Sanket Balvantrao Waghe, IAS (DIN: 11865401)
2	Date of Birth (Age in years)	05.09.1995 (31 Years)
3	Nationality	Indian
4	Qualifications	Details furnished in explanatory statement.
5	Brief resume of the Director	
6	Nature of expertise in specific functional areas	
7	Terms and conditions of Appointment	
8	Details of Remuneration	Payment of sitting fees, within the limits prescribed under the Act. (Non-Executive Director).
9	Remuneration last drawn	N.A.
10	Date of first appointment on the Board	14th August 2026.
11	Disclosure of relationships between directors inter-se and with other Key Managerial Personnel of the company	Thiru. Sanket Balvantrao Waghe, IAS is not related to any of the Directors and Key Managerial Personnel of the Company and their relatives.
12	Number of Meetings of the Board attended during the year (FY 2025-26)	N.A.
13	Name of listed entities / other Companies in which the person so holds the directorship and the membership of Committees of the Board. (Mandatory Committees)	**Membership/Chairperson in the Committees of the Company** - NIL **Directorship in Other Companies** (Listed Company/Other entities): 1. Tamilnadu Industrial Development Corporation Limited 2. TIDEL Park Coimbatore Limited **Membership/Chairperson in the Committees of other Companies** - Nil
14	Listed entities from which the person has resigned in the past three years	Nil
15	Shareholding in the Company	Nil

Details of the Director seeking appointment/re-appointment
[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1	Name	P Sankar, IAS (DIN: 05125853)
2	Date of Birth (Age in years)	15.07.1969 (57 Years)
3	Nationality	Indian
4	Qualifications	Details furnished in explanatory statement.
5	Brief resume of the Director	
6	Nature of expertise in specific functional areas	
7	Terms and conditions of Appointment	
8	Details of Remuneration	Payment of sitting fees, within the limits prescribed under the Act. (Non-Executive Director).
9	Remuneration last drawn	N.A.
10	Date of first appointment on the Board	14th August 2026.
11	Disclosure of relationships between directors inter-se and with other Key Managerial Personnel of the company	Dr. P Sankar, IAS is not related to any of the Directors and Key Managerial Personnel of the Company and their relatives.
12	Number of Meetings of the Board attended during the year (FY 2025-26)	N.A.
13	Name of listed entities / other Companies in which the person so holds the directorship and the membership of Committees of the Board. (Mandatory Committees)	**Membership/Chairperson in the Committees of the Company** - NIL **Directorship in Other Companies** (Listed Company/Other entities): 1. Tamilnadu Civil Supplies Corporation **Membership/Chairperson in the Committees of other Companies** - Nil
14	Listed entities from which the person has resigned in the past three years	Nil
15	Shareholding in the Company	Nil

Details of the Director seeking appointment/re-appointment
[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1	Name	Mr. T K Arun (DIN: 02163427)
2	Date of Birth (Age in years)	17.10.1959 (66 years)
3	Nationality	Indian
4	Qualifications	Details furnished in explanatory statement.
5	Brief resume of the Director	
6	Nature of expertise in specific functional areas	
7	Terms and conditions of Appointment	
8	Details of Remuneration	Sitting fees of Rs. 5 Lakh paid for Board Meetings attended during FY 2025-26. [Within the limits prescribed under the Act. (Non-Executive Director)]
9	Remuneration last drawn (FY 2025-26)	Rs. 10 Lakh (1. Sitting fees of Rs. 5 Lakh paid for Board Meetings attended during FY 2025-26. 2. Remuneration of Rs. 5 Lakh for FY 2024-25 paid during FY 2025-26, based on the approval of Shareholders approval obtained at the 54th AGM of the Company.) [Within the limits prescribed under the Act. (Non-Executive Director)]
10	Date of first appointment on the Board	7th February 2018
11	Disclosure of relationships between directors inter-se and with other Key Managerial Personnel of the company	Mr. T K Arun is not related to any of the Directors and Key Managerial Personnel of the Company and their relatives.
12	Number of Meetings of the Board attended during the year (FY 2025-26)	All the 5 Board Meetings held during FY 2025-26.
13	Name of listed entities / other Companies in which the person so holds the directorship and the membership of Committees of the Board. (Mandatory Committees)	**Membership/Chairperson in the Committees of the Company:** 1. Audit Committee - Member 2. Stakeholders Relationship Committee - Chairperson **Directorship in Other Companies (Listed Company/Other entities):** 1. Tuticorin Alkali Chemicals and Fertilizers Limited (TFL) 2. Manali Petrochemicals Limited (MPL) 3. Greenstar Fertilizers Limited (GSFL) **Membership/Chairperson in the Committees of other Companies:** 1. Audit Committee (Member) - MPL & GSFL 2. Stakeholders Relationship Committee (Chairperson) - MPL 3. Stakeholders Relationship Committee (Member) - TFL
14	Listed entities from which the person has resigned in the past three years	Nil
15	Shareholding in the Company	Nil