



Tamilnadu Petroproducts Limited

Email: secy-legal@tnpetro.com

Phone No.: 044 - 69185588

Secy / 189 / 2024-25

30th May 2024

The General Manager
Listing Department
BSE Limited
Corporate Relations Department
1st Floor, New Trading Ring
Rotunda Building, PJ Towers

Dalal Street, Fort, Mumbai – 400 001

Scrip Code: 500777

The Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No: C/1 'C' Block
Bandra – Kurla Complex
Bandra (E)

Mumbai – 400 051

Scrip ID / Symbol: TNPETRO

Dear Sir / Madam,

Sub: Regulation 24A of the SEBI (LODR) Regulations, 2015 - Submission of Annual Secretarial Compliance Report for the financial year ended March 31,2024

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27 /2019, please find enclosed the Annual Secretarial Compliance Report issued by Ms. B Chandra, Practising Company Secretary for the financial year ended March 31, 2024.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For **Tamilnadu Petroproducts Limited**


Sangeetha Sekar
Company Secretary

Encl: As above



Regd. Office & Factory :
Post Box No. 9, Manali Express Highway, Manali,
Chennai - 600 068. India.
Tel. : (0091) - 44 - 25945500 to 09 Telefax : 044-2594 5588
Website : www.tnpetro.com CIN : L23200TN1984PLC010931
TPL GSTIN : 33AAACT1295M1Z6



**Secretarial compliance report of
TAMILNADU PETROPRODUCTS LIMITED for the year ended 31.03.2024**

I, B Chandra, Practising Company Secretary have examined:

- all the documents and records made available to us and explanation provided by M/s. TAMILNADU PETROPRODUCTS LIMITED ("the listed entity")
- the filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2024 in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

The company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



B. Chandra

d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

and circulars/ guidelines issued thereunder;

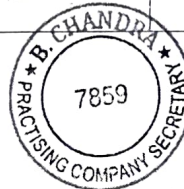
and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified As per Annexure A

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: As per Annexure B

(c) Additional Affirmations

| S No | Particulars | Compliance status (Yes/No/NA) | Observations /Remarks by PCS* |
|------|--|-------------------------------|-------------------------------|
| 1 | Secretarial Standard The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI). | Yes | - |
| 2 | Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI | Yes | - |
| 3 | Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website | Yes | - |
| 4 | Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | Yes | - |
| 5 | To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries | Yes | - |



| | | | |
|----|--|-----|--|
| 6 | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015 | Yes | - |
| 7 | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | Yes | - |
| 8 | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee; | Yes | The Company has filed revised return under Regulation 23(9) of SEBI LODR for the half year ended 30-09-2023. |
| 9 | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | |
| 10 | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | |
| 11 | Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | Nil | - |
| 12 | Resignation of Statutory auditors from the listed entities or its material subsidiaries | NA | |
| 13 | Additional Non-compliances, if any: Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | NA | |

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.




B. Chandra

3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Chennai
Date: 22.05.2024



Signature: 

Practicing Company Secretary: B CHANDRA

ACS/ FCS No.: 20879

C P No.: 7859

PEER REVIEW NO 602/2019

UDIN A020879F000421488

Annexure A for the year ended 31-03-2024

| S No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Regulation / Circular No. | Deviations | Action taken by | Type of Action | Details of violation | Fine Amount | Observations/ Remarks of the Practising Company Secretary | Management Response | Remarks |
|------|--|---------------------------|--|-----------------|----------------|----------------------|-------------|---|---|---------|
| 1. | LODR | Regulation 17(1) (A) | Sundaradevan was appointed in 2023 for a second term through special resolution though the explanatory statement did not provide specific justification for appointment beyond 75 years. | | | | | As per Col 4 | The explanatory statement indicated the age of the Director and specified the recommendation of the Board that his continued association would be of immense benefit to the Company and also about the fulfilment of the compliances under the Act. The said resolution has been passed by the shareholders as a Special Resolution considering the recommendations of the Board. | |
| 2. | LODR | Regulation 42 | The company did not intimate record date for declaration of final Dividend for the financial year 2022-23 | | | | | As per Col 4 | The Company has intimated about the Closure of Register of Members as an Outcome, to the Stock Exchanges after it was approved by the Board in August 2023. The said dates have been captured in the website of Stock Exchanges as well. | |



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|----|------|----------------------------------|---|--|--|--------------|--|--------------|---|
| 3. | LODR | Regulation 34(3) with Schedule V | Details of material subsidiary is not disclosed in the annual report | | | | | | The Company has disclosed the details of its material subsidiary as required under SEBI Listing Regulations by way of an annexure to the material subsidiary policy and the link of the said policy has been provided in the Annual Report. |
| 4. | LODR | | Clarification sought with regard to the typographical error in CG Report relating to compliance with regulation 17(2A). | | | As per Col 4 | | As per Col 4 | The said typographical error was explained and revised CG Report was filed with exchanges. Accordingly, the proposed penalty was reversed and no payment was made. |
| 5. | LODR | | Clarification sought by a Exchange for filing the financial statement in legible format. | | | As per Col 4 | | As per Col 4 | The Company complied with the same which was acknowledged. |
| 6. | LODR | | Clarification sought by a Exchange regarding the delay in filing Compensation demand received from TNPCB | | | As per Col 4 | | As per Col 4 | It was clarified that the said compensation was already covered as part of the previous Annual Reports and also as part of the communication filed with SEs vide letter dated July 31, 2023 upon receipt of NGT order. Further, it was also clarified that the Company had taken up with TNPCB for further reconsideration taking into account the Compliance status of the Company and other factors adhered by the Company. |



B. Chandra

Annexure B for the year ended 31-03-2023

| S N o | Observations/ Remarks of the Practicing Company Secretary) | Observations made in the Secretarial Compliance report for the year ended --- | Compliance Requirements (Regulation / Circular/ Guidelines including specific Clause) | Details of violation / Deviations / Action taken/ Penalty Imposed | Remedial action if any by the listed entity | Comments of the PCS on the Action taken |
|-------------|---|--|--|---|--|---|
| 01 | Non-Disclosure of remuneration paid to one of the KMPs | 2022-23 | Regulation 23 (9) | As in Col 2 | It was an inadvertent error and was rectified in the return filed for the half year ended March 2023 | As in Col 6 |
| 02 | Investment made during last week of December 2022 in Dalavaipuram Renewables Private Limited (DRPL) under the "Group Captive Scheme" exceeded 5% of the paid-up Capital of DRPL as on the said | 2022-23 | Regulation 30 read with schedule III Part A (A) 1(ii) | Omission to disclose acquisition /Investment aggregating to five per cent or more of the shares or voting rights in the said company | The Board approved a proposal to consume power generated by DRPL under Captive Scheme and agreed to invest in the Equity Capital upto Rs. 11.22 Crores, which would ultimately constitute 2.73% of the Equity Capital | The Company has made adequate disclosure of the expected % of acquisition |

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CHANDRA
7859
PRACTISING COMPANY SECRETARY

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|--|--|--|--|--|---|--|
| | date, not disclosed to the Stock Exchange. | | | | of DRPL and hence would not fall under Regulation 30 of LODR. | |
|--|--|--|--|--|---|--|

Place: Chennai
Date: 22.05.2024



Signature: *B Chandra*
Practising Company Secretary : B CHANDRA
ACS/ FCS No.: 20879
C P No.: 7859
UDIN A020879F000421488
Peer review no. 602/2019