



Tamilnadu Petroproducts Limited

Email: secy-legal@tnpetro.com

Phone No. 044-69185588

Secy / 189 / 2023-24

3rd September 2023

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: Notice of the 38th Annual General Meeting of the Company

We wish to inform you that the 38th Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, 26th September 2023 at 4.30 PM (IST) through Video Conference (VC)/ Other Audio-Visual Means.

We submit herewith a copy of Notice of AGM which were sent today (3rd September 2023), to the shareholders whose email Id have been registered with the Company / Depository Participant/s (DP) for communication purposes. The same are also available on the website of the Company (www.tnpetro.com) and on the CDSL platform (<https://www.evotingindia.com/>) who have been engaged by the Company for providing of the e-Voting/ VC services.

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 : 33AACT1295M126



NOTICE FOR THE THIRTY EIGHTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, 26th September 2023, at 4.30 PM (IST) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2023 and the reports thereon, if deemed fit, by passing the following as an Ordinary Resolution:

RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2023 and the report of Directors and Auditors thereon, be and are hereby approved and adopted.

2. To consider and declare dividend by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to the recommendation of the Board of Directors, a dividend of ₹ 1.50 per equity share on 8,99,71,474 Equity Shares of ₹ 10/- each, absorbing ₹ 13,49,57,211 (Rupees Thirteen Crore Forty-Nine lakh Fifty Seven Thousand Two Hundred and Eleven only), subject to rounding off, is declared out of the profits of the Company for the year ended 31st March 2023 and the same be paid:

- i. In respect of shares held in physical form, to those members whose names appear on the Register of Members on 26th September 2023; 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 18th September 2023;

3. To appoint a Director in place of Ms. R Bhuvanewari (DIN: 06360681), who retires by rotation and being eligible, offers herself for re-appointment, by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Ms. R Bhuvanewari (DIN:06360681), a Director retiring by rotation and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS:

4. To ratify the remuneration to the Cost Auditors for the year 2022-23, by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder, the remuneration of ₹ 2,75,000/- (Rupees Two Lakh Seventy-Five Thousand only) excluding reimbursement of out-of-pocket expenses and applicable taxes to M/s. M Krishnaswamy and Associates, Cost Accountants, Chennai for the year 2022-23 be and is hereby approved and ratified.

5. To ratify the remuneration to the Cost Auditors for the year 2023-24, by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder, the remuneration of ₹ 2,75,000/- (Rupees Two Lakh Seventy-Five Thousand only) excluding reimbursement of out-of-pocket expenses and applicable taxes to M/s. M Krishnaswamy and Associates, Cost Accountants, Chennai for the year 2023-24 be and is hereby approved and ratified.



6. Prior approval for material related party transactions to be entered during October 2023 to September 2024, by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") the prior approval be and is hereby accorded for purchase / sale of goods and services and other transactions with Manali Petrochemicals Limited for the period from October 2023 to September 2024 for aggregate value upto ₹ 425 Crore (Rupees Four Hundred and Twenty-Five Crore) plus taxes and duties as may be applicable.

7. To approve the payment of remuneration to the Non-Executive Directors of the Company for the year 2022-23, by passing the following as a Special Resolution:

RESOLVED THAT

- a. Pursuant to the provisions of Section 197 of the Companies Act, 2013 read with rules made thereunder, Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and Article 126(c) of Articles of Association of the Company, the approval of members be and is accorded for payment of remuneration to the Non-Executive Directors of the Company for the year 2022-23 as detailed below, subject to deduction of tax as applicable:

Sl. No.	Name of the Director	Amount In ₹
01	Mr. S Krishnan, IAS (<i>Payable to TIDCO</i>)	4,00,000
02	Mr. Ashwin C Muthiah	5,00,000
03	Mr. Dhananjay N Mungale	3,00,000
04	Ms. Sashikala Srikanth	5,00,000
05	Mr. G D Sharma	5,00,000
06	Dr. N Sundaradevan, IAS (Retd.)	5,00,000
07	Mr. Debendranath Sarangi, IAS (Retd.)	4,00,000
08	Mr. C S Shankar	5,00,000
09	Ms. Jayashree Muralidharan, IAS (<i>Payable to TIDCO</i>)**	3,00,000
10	Ms. R Bhuvaneswari (<i>Payable to TIDCO</i>)	4,00,000
11	Mr. Pankaj Kumar Bansal IAS (<i>Payable to TIDCO</i>)*	1,00,000
	Total remuneration	44,00,000

*Resigned from Directorship effective 3rd August 2022

** Appointed as Director effective 8th August 2022

- b. The Board of Directors of the Company be and is authorized to take necessary actions as may be required to give effect to the aforesaid approval, which shall include the power to settle all or any matter, issue or question arising out of or in relation to or incidental to the aforesaid proposal and to do all other acts, deeds, matters and things as, the Board in its absolute discretion and as may be necessary, expedient or desirable in this regard;
- 8. To consider and approve the re-appointment of Dr. N Sundaradevan, IAS (Retd.) (DIN: 00223399) as an Independent Director of the Company, by passing the following as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the re-appointment of Dr. N Sundaradevan, IAS (Retd.) (DIN: 00223399) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years effective 1st September 2023 be and is hereby approved.

Regd.Office:

Manali Express Highway,
Manali, Chennai-600068
8th August 2023

By Order of the Board
for **Tamilnadu Petroproducts Limited**

Sangeetha Sekar
Company Secretary



IMPORTANT NOTES:

Statutory information:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 19th September 2023 to 26th September 2023 (both days inclusive) in connection with the Annual General Meeting (AGM) & payment of dividend.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), and disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out details relating to Special Business of the meeting is annexed hereto.
3. Information as required under the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standards in respect of re-appointment of Director is furnished and form an Integral Part of the Notice.

Meeting through Video Conference:

4. Pursuant to the General Circular No.10/2022 dated 28th December 2022 read with General Circular No.02/2022 and 20/2020 dated 5th May 2022 and 5th May 2020 respectively, the Meeting will be held through Video Conferencing or Other Audio-Visual Means.
5. In terms of the above Circulars, as the meeting is convened through Video Conferencing or Other Audio-Visual Means, there is no provision for members to appoint a proxy to attend the meeting. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of bodies corporate can attend the AGM through VC and cast their votes through e-Voting facility.
6. For participating in the meeting through VC, please see the instructions given in page 18.
7. Members desirous of speaking at the meeting may register through the web portal of the Registrar & Share Transfer Agent, M/s. Cameo Corporate Services Limited, which can be accessed through the link: <https://investors.cameoindia.com>

The aforesaid facility for Speaker registration will be open from 9:00 AM on 18th September 2023 to 5:00 PM on 22nd September 2023. It may please be noted that there will be no option for spot registration and only those shareholders who have registered through the above process will be able to speak at the meeting.

8. Members who do not wish to speak during the AGM but have queries may send their queries on or before 20th September 2023, mentioning their name, demat account number/folio number, email id, mobile number to secy-legal@tnpetro.com. Such queries will be responded to, by the Company suitably by email.

Dispatch of Annual Report and Notice of the meeting:

9. Electronic copy of the Annual Report for the year 2022-23 and the Notice of the 38th AGM are being sent to the Members whose email IDs are registered with the Company and for persons holding shares in demat form as per the information provided by the Depositories, unless a request for hard copy of the same is received from any of the members.
10. Annual Report and the Notice of the AGM are available in the Company's website viz., <https://www.tnpetro.com>. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. <https://www.evotingindia.com/>

Facility for Remote e-Voting and Voting during the meeting:

11. Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act 2013, and the relevant Rules, the Company has



entered into an arrangement with Central Depository Services (India) Limited (CDSL) to facilitate the Members to exercise their voting rights electronically on the Resolutions set forth in the Notice of Annual General Meeting. The detailed process for participating in e-Voting is furnished in the Annexure to the Notice in page no. 15.

12. *Members who have cast their votes through remote e-Voting may also attend the meeting in electronic mode. However, those members are not entitled to cast their vote again during the meeting. As per Rule 20 of the Companies (Management & Administration) Rules, 2014, facility for voting will also be made available at the meeting and Members who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting, which would also be through electronic means.*

Payment of dividend and withholding tax thereon:

13. The dividend for the year 2022-23 upon declaration at the AGM, would be paid on 20th October 2023, as below:
 - a. In respect of Shares held in physical form to those Members whose names appear on the Register of Members on 26th September 2023; and
 - b. 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 18th September 2023;
14. Dividend is taxable in the hands of the recipient from 1st April 2020. The Company is required to deduct tax at source at the time of payment of dividend. Accordingly, dividend would be paid net of TDS @ 20% if the Member has not provided his/her valid PAN and @ 10% in other cases.
15. Tax Deduction would be based on PAN and so in the case of multiple holding by the same first named person, dividend amount would be aggregated for determining the TDS rate.
16. If the Member
 - a) Is a resident individual and the amount of dividend does not exceed INR 5,000 or furnishes a declaration in Form 15G/15H, no such deduction will be made;
 - b) Is a Non-Resident or Foreign Institutional Investor or a Foreign Portfolio Investor, the tax deduction would be @ 20%;
 - c) Is other than (a) or (b) above, TDS would be deducted irrespective of the amount @ 10% or as the case may be 20%, in the absence of a valid PAN;
 - d) In case, if the PAN is not linked with Aadhaar Number, then the PAN would be treated as Inoperative PAN and tax will be deducted at a higher rate of 20%;
 - e) In addition to the above, surcharge and cess as applicable will be deducted;
 - f) Resident shareholders may also submit certificate under Section 197 of the Income Tax Act, 1961, issued by the concerned authority for no or lower deduction of tax;
 - g) Non-Resident Shareholders, including foreign companies and institutional investors like FIIs, FPIs, etc., if eligible can avail lower withholding taxes under the Double Taxation Avoidance Agreements by submitting the necessary documents such as Tax Residency Certificate, Form 10F and other declarations specified in the relevant Rules.
17. The aforesaid forms and declarations may be provided through the web-portal of the RTA <https://Investors.cameoindia.com>. It may please be noted that physical copies of the Forms will not be acceptable and so Members may provide the declaration only through electronic mode. The facility for providing the declaration for Dividend 2022-23 will not be available after 27th September 2023 5:00 PM.



18. As per SEBI guidelines, dividend will be paid through the bank account of the member as per the details furnished by the depositories. For Members, who have not updated their bank account, the dividend warrant/other payment instrument will be sent to their Registered address. The Company is not permitted to entertain any direct request for deletion or change of such bank details.
19. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (in case of demat holdings) and with the Company's RTA (in case of physical holdings), to receive the dividend directly into the bank account.
20. There may be delays in receipt of warrants by the shareholders, depending on the situation prevailing at the time of processing and payment of dividend.

Unpaid/Unclaimed Dividend:

21. As per Section 125 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company was not required to transfer any unpaid and unclaimed dividend amount during the year.
22. The details of unpaid dividend relating to the years 2017-18 to 2020-21 as on 29th September 2022 being the date of the last AGM is available in the website of the Company <https://www.tnpetro.com/investors/unpaid-dividend/>. The updated details of unpaid dividend as on the date of the ensuing AGM relating to the years 2017-18 to 2021-22 will be uploaded on the Website of the Company in due course.
23. Shareholders who are yet to encash their dividend warrants are requested to contact the Company or Cameo Corporate Services Limited, the Registrar, at an early date and lodge their claims.
24. As per the extant law, the shareholders are entitled to claim the unpaid dividends transferred to IEPF. For which, they are required to submit the request through Form IEPF-5. The procedure for submission of claim is available in the website of the Company and also in IEPF website <https://www.iepf.gov.in/IEPF/refund.html>.

General:

25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as early as possible. Members are also advised not to leave their demat account(s) inactive. Periodic statement of holdings shall be obtained from the concerned Depository Participant and the same be verified.
26. Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN with their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the RTA through the web-link: <https://Investors.cameoindia.com>.
27. Pursuant to proviso to Regulation 40(1) of the Listing Regulations, effective 1st April 2019 transfer of securities shall not be processed by the Company in physical form. Therefore, the shareholders desirous of transferring their shares are requested to dematerialize their holdings. Pursuant to Regulation 39 & 40, effective 24th January 2022, subsequent to processing of requests relating to transmission, transposition, issuance of duplicate certificates, the shares shall be issued only in dematerialised form.
28. Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may download the form available in the website of the Company and submit the same to the RTA. Those holding shares in demat form may approach their DP for registering the nomination.



29. The documents and information to be made available for inspection by the Members during the AGM will be provided electronically through the e-Voting platform of CDSL.
30. SEBI vide Circular dated 03-11-2021, 14-12-2021 and 16-03-2023 had mandated the Company to disseminate the requirement of the holders of physical shares, to furnish valid PAN, KYC details and Nomination, on their respective website and also directly intimate its shareholders about the folios which are incomplete. Accordingly, individual letters were sent to those shareholders whose folios are incomplete. Despite the same, many shareholders have not come forward to submit the information.

Folios in which the registered PAN is not linked with Aadhaar as on the notified cut-off date of 30-06-2023 or any other date as may be specified by CBDT and the folios, wherein any one of the cited documents in the said circular / details are not available on or after 01-10-2023, the same shall be frozen. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the folio continues to remain frozen as on 31-12-2025, the details of securities in the frozen folios shall be informed to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2022.

In this connection, notice along with the relevant forms have been sent to the members, whose folio has incomplete information. Members are requested to furnish the specified documents/information with the RTA, at the earliest to avoid the aforesaid consequences.

ANNEXURE TO THE NOTICE

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

Item No. 4 & 5

At the Board Meeting held on 8th August 2022 and 8th August 2023, M/s. M. Krishnaswamy and Associates, Cost Accountants, Chennai was appointed as the Cost Auditor of the Company for the year 2022-23 and 2023-24 respectively, on a remuneration of ₹ 2,75,000/- (Rupees Two Lakh Seventy-Five Thousand only) excluding reimbursement of out-of-pocket expenses and applicable taxes (for each financial year) as recommended by the Audit Committee. As per Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration to the Cost Auditor as recommended by Audit Committee, and approved by the Board is to be ratified by the Members. The Board recommends the resolutions as set out in item no. 4 & 5 of the Notice for approval of the members.

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

Item No. 6

The Company has been transacting with Manali Petrochemicals Limited (MPL) for more than 3 decades for the purchase/sale of various goods/services. MPL is a major customer of the Company for its products such as Propylene Oxide, Chlorine, etc., and at times, the Company also purchases materials from MPL. MPL is purchasing Propylene Oxide from TPL since 2017-18 for its derivative plants, which is in addition to the other products/services.

TPL and MPL are not related parties under the provisions of the Companies Act, 2013. However, MPL has been identified as a Related Party of the Company under the IndAS24 and so the requirements relating to transactions with Related Parties are being complied with. The transactions with MPL have always been in the ordinary course of business at arms' length and would continue to be so, aligned to the extant market conditions and prevailing terms of sale/purchase. Accordingly, they are not covered under Section 188 of the Act. However, the stipulations in the Listing Regulations are attractive.



It is essential for the Company to continue the transactions with MPL, being a major customer for more than 3 decades, which takes place at arms' length.

In terms of the relevant Policy of the Company read with Regulation 23 of the Listing Regulations, the transactions with Related Parties would be deemed material, if the value is more than 10% of the consolidated turnover of the Company in the preceding year. In this connection, pursuant to Regulation 23(4) of Listing Regulations, prior approval of Members for the material transactions with MPL for the period from Oct-2022 to Sept-2023 was obtained at the 37th AGM held on 29th September 2022.

It is estimated that the value of transactions with MPL during the period Oct-2023 to Sept-2024 would amount to ₹ 425 Crore (Rupees Four Hundred and Twenty-Five Crore) plus applicable taxes and duties, which constitute about 19.54% of the consolidated turnover of the Company for the financial year 2022-23. Accordingly, the said material related party transaction requires approval of Members.

As required under Regulation 23 of Listing Regulations, the Audit Committee at the meeting held on 8th August 2023 accorded its prior approval for transactions with MPL during the period from Oct-2023 to Sept-2024 upto ₹ 425 Crore plus applicable taxes and duties. In terms of SEBI's Circular dated 22-11-2021 all the required information, viz., the name of the Party, nature of the relationship, details of the proposed transactions, tenure and justification as detailed above were submitted to the Audit Committee for consideration.

In light of the above, the Board recommends the resolution as set out in item no.6 of the Notice for approval of the members. None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the aforesaid proposal.

Item No. 7

The Non-Executive Directors (NEDs) of the Company possess diverse knowledge and have rich experience in their respective areas of expertise. They provide critical and strategic advice on various matters and the Company is immensely benefitted from their guidance. They are paid sitting fees for attending the Board meeting, which do not commensurate with their contributions to the Company. So, it has been proposed that they be paid remuneration over and above the sitting fees, as set out in the resolution. In terms of the Remuneration Policy of the Company, the aforesaid remuneration has been recommended by the Nomination & Remuneration Committee and approved by the Board at their respective meetings held on 23rd May 2023.

As per Article 126(c) of the Articles of Association of the Company, subject to the provisions of the Act, the Company in General Meeting may by a special resolution, sanction and pay to the Directors, other than executive directors, in addition to the sitting fees for attending the meetings of the Board or Committees thereof, a remuneration not exceeding such percentage of the net profits of the company calculated in accordance with the provisions of the Act. The said amount of remuneration shall be paid to all or any such Director(s) of the Company who held office as Non-Executive Director at any time during the financial year in respect of which such remuneration is paid in such proportion or manner as prescribed under the Act or as determined by the Board.

Section 197 of the Companies Act, 2013 provides that the NEDs may be paid remuneration upto 1% of the net profits of the Company in the form of fee, remuneration or commission. In this connection, it may be noted that the proposed amount of ₹ 44 lakh is well within the limits fixed under the Act.

Under Regulation 17 of the Listing Regulations, 2015, any fee or other payments to NEDs are to be determined by the Board and requires approval of Members. Accordingly, approval of the Members is sought for the proposal by way of a Special Resolution. The Board recommends the resolution as set out in item no.7 of the Notice for approval of the members.

Except the Non-Executive Directors and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the aforesaid proposal.



Item No. 8

Dr. N Sundaradevan, IAS (Retd.) (DIN: 00223399) was appointed as an Independent Director of the Company for a period of five years effective 1st September 2018 and the same was approved by the Shareholders at the Annual General Meeting held on 5th August 2019. Accordingly, Dr. Sundaradevan holds office of Independent Director until 31st August 2023. Further, pursuant to section 149 of the Act, an Independent Director shall be eligible for re-appointment for a second term of 5 consecutive years on passing of special resolution by the shareholders. The Company has received a notice in writing from a member under Section 160 of the Companies Act 2013 (“the Act”) proposing candidature of Dr. Sundaradevan for the office of Director. Details in accordance with Regulation 36(3) of the Listing Regulations and Secretarial Standards on general meetings are disclosed herein as an annexure to this explanatory statement. Dr. Sundaradevan has submitted a declaration to the board that, he meets the criteria of independence as provided under section 149 of the Act as well as under applicable provisions of the Listing Regulations. The board believes that his continued association as independent director would be of immense benefit to the Company. In the opinion of the board, Dr. Sundaradevan fulfills the conditions stipulated in the Act and Rules made thereunder and recommends his re-appointment as an Independent Director for a second term of five consecutive years effective 1st September 2023, to the Members for approval by way of Special Resolution as set out in Item No. 8 of the notice.

Except Dr. Sundaradevan, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the aforesaid proposal.

B. DISCLOSURE PURSUANT TO LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of the Director	Ms. R Bhuvaneswari	Dr. N Sundaradevan, IAS (Retd.)
DIN	06360681	00223399
Date of Birth	18 th May 1975	2 nd September 1952
Qualifications	She holds a bachelor’s degree in mechanical engineering	He holds a Master’s degree in Chemistry and also a Ph.D in Sociology (Applied Demography).
Experience and Expertise in specific functional area and Date of first appointment on the Board	<p>She has 20 years of experience in various fields covering Academic, Transport, Industrial Promotion, Project Management etc. At present, she is holding the office of General Manager in Tamilnadu Industrial Development Corporation Limited (TIDCO), which is a premier Industrial Development Agency of the Government of Tamilnadu.</p> <p>She is handling project implementation work which involves preparation of conceptual reports, preliminary feasibility reports, identification of locations & sites for establishing projects and interacting with Consultants, JV partners, Financial Institutions,</p>	<p>He has more than three decades of experience in administrative services in various departments like District Administration, Civil Supplies, Revenue, Health and Family Welfare, Environment and Pollution Control, Industries. After distinguished services, he retired in September 2012.</p> <p>During his services to the Government, Dr. Sundaradevan has held various offices such as Sub-Collector, Regional Manager of Tamilnadu Civil Supplies Corporation, Chairman and Managing Director of State Industries Corporation (SIPCOT), District Collector of Kanniyakumari and Tiruchirapalli, Managing Director of Tamilnadu Textbook Society, Director of Handlooms & Textiles, Secretary of State Election Commission, Officer on Special Duty in Chief Minister’s Office, Secretary to the Chief Minister, Secretary of Health and Family Welfare Department,</p>

	<p>Statutory Authorities, Government Departments to carry forward the project activities.</p> <p>Date of Initial Appointment: 9th August 2021</p>	<p>Director of Guidance Bureau, Secretary of Revenue Department, Chairman of Tamilnadu Pollution Control Board, Secretary of Forests and Environment Department, Commissioner of Revenue Administration, Principal / Additional Chief Secretary of Industries Department, CMD of TIDCO, Tamilnadu Mineral Ltd. (TAMIN), Tamilnadu Industrial Explosives Ltd., Chairman of Tamilnadu Cements Corporation Ltd., Director of Chennai Metro Rail and TANGEDCO.</p> <p>Date of Initial Appointment: 1st September 2018</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	<p>Director nominated by TIDCO, Promoter of the Company, proposed for re-appointment as director liable to retire by rotation.</p> <p>Remuneration: Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013.</p>	<p>Second term of appointment as an Independent Director of the Company.</p> <p>Remuneration: Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013.</p>
Membership / Chairmanship of Committees of the Board of Directors of the Company	<p>Member of the following Committees:</p> <p>Audit Committee Nomination and Remuneration Committee Risk Management Committee Corporate Social Responsibility Committee Stakeholders Relationship Committee</p> <p>She does not hold the position of Chairperson in any of the Board Committees.</p>	<p>- Chairman of Stakeholders Relationship Committee</p> <p>- Member of Nomination and Remuneration Committee</p>
Number of Meetings of the Board attended during the year	4 out of 5 meetings held during the financial year 2022-23	5 out of 5 meetings held during the financial year 2022-23



Other Directorships and Membership / Chairmanship of Committees of other Boards <i>(Only Audit /Stakeholders Relationship Committee are considered)</i>	(A) Other Directorship (Listed Entities) - Manali Petrochemicals Limited (MPL) - Saptarishi Agro Industries Limited	(A) Other Directorship (Listed Entities) - Manali Petrochemicals Limited (MPL) - Tamil Nadu Newsprint & Papers Limited (TNPL)
	(B) Member / Chairperson of Committee of other Boards: Member of Audit and Stakeholders Relationship Committee of MPL	(B) Member / Chairperson of Committee of other Boards: Member of Audit Committee and Stakeholders Relationship Committee of TNPL
Listed entities from which the director has resigned from directorship in the past three years	Nil	Nil
No of shares held in the Company (including Beneficial Ownership)	Nil	Nil
Relationship with other Directors Manager and other Key Managerial Personnel of the Company	Nil	Nil

Regd. Office:
 Manali Express Highway,
 Manali, Chennai-600068
 8th August 2023

By Order of the Board
 for **Tamilnadu Petroproducts Limited**

Sangeetha Sekar
Company Secretary



GUIDANCE TO SHAREHOLDERS FOR REMOTE E-VOTING

1. The voting period begins on Friday, 22-09-2023 (9:00 AM IST) and ends on Monday, 25-09-2023 (5:00 PM IST). During this period, the shareholders of the Company holding shares either in physical form or dematerialized form, as on the cut-off date (record date) of 19-09-2023 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
3. 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. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.
4. Pursuant to abovementioned SEBI Circular, login process for e-Voting and joining the virtual meeting for individual shareholders holding securities in Demat mode NSDL/CDSL are given below:
 - i. **Shareholders holding securities with CDSL**
 - a) If you have opted for CDSL Easi / Easiest facility, you can login using your existing user id and password. The URL to login to Easi / Easiest is <https://web.cdslindia.com/myeasinew/home/login>. Alternatively, you can visit www.cdslindia.com and click on Login icon and select My Easi New (Token).
 - b) After successful login, you will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the respective Company. On clicking the e-Voting option, you 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 join the Virtual meeting & vote during the meeting.
 - c) Links are also provided to access the system of all the e-Voting Service Providers, so that you can visit the e-Voting service providers' website directly.
 - d) If you are not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>.
 - e) Alternatively, you may directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page or click on the below link: <https://evoting.cdslindia.com/Evoting/EvotingLogin/>. The system will authenticate your credentials by sending OTP on the registered Mobile & email as recorded in the Demat Account. On successful authentication, you will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
 - ii. **Shareholders holding securities with NSDL**
 - a) If you are already registered for NSDL IDeAS facility, please visit the link: <https://eservices.nsdl.com/> and click on "Beneficial Owner" Tab under "Login" which is available under 'IDeAS' section. You will be re-directed to a page, where you have to enter User ID and Password. After successful authentication, you will be logged into the IDeAS portal. Click on "Access to e-Voting" under "Value Added Services" and you will be able to view e-Voting page. Click on the name of the Company or e-Voting service provider i.e. CDSL and you will be re-directed to CDSL website for casting your vote during the remote e-Voting period or join Virtual meeting & vote during the meeting.



b) If you are not registered for IDeAS Services, you may register using the link: <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> and follow the process mentioned above;

(or)

c) Open the URL: <https://www.evoting.nsd.com/> and on the home page of e-Voting services, click on "Login" under the 'Shareholder/Member/Creditor' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/OTP and a Verification Code as shown on the screen. On successful authentication, you will be redirected to NSDL wherein you will be able to see e-Voting page. Click on the name of the Company name or e-Voting service provider i.e. CDSL and you will be redirected to CDSL website for casting your vote during the remote e-Voting period or join Virtual meeting & vote during the meeting.

iii. Login through their Depository Participants

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 may click on e-Voting option that appears, which will redirect you to NSDL/CDSL website after successful authentication, wherein you can see e-Voting feature. Click on the name of the Company or e-Voting service provider i.e. CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or join Virtual meeting & vote during the meeting.

iv. Retrieving User Id/Password

Members who are unable to retrieve User ID/ Password, please use Forget User ID and Forget Password option available at respective website and follow the instructions for resetting the information.

v. Help Desk in case of log-in issues for demat holders:

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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

5. Physical Shareholders and Shareholders other than Individuals holding in Demat Form: Login method for e-Voting and for attending Virtual Meeting

- Access the link: www.evotingindia.com in your web browser and Click on "Shareholders/Members" Tab
- You will be re-directed to a page, where you can enter User ID as given below and login:
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Shareholders holding shares in Physical Form to enter Folio Number
- Enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and participated in any e-Voting process of any other Company earlier, then your existing password can be used.



- e. 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 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 which is available in the e-mail forwarding the Annual Report.
Dividend Bank Details (or) Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. - 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.

- f. After entering these details appropriately, click on “SUBMIT” tab.
- g. 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.
- h. For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- i. Click on the EVSN for Tamilnadu Petroproducts Limited
- j. 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.
- k. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- l. 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.
- m. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- o. 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.
- p. You can also cast your vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app for Remote e-Voting on your mobile.
- q. There is also a provision to upload Board Resolution/Power of Attorney, if any uploaded, which will be made available to scrutinizer for verification.



6. For attention of Non-Individual Shareholders and Custodians: applicable for Remote Voting and not for attending the AGM or attending the voting thereat:

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
- 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 bchandraassociates@gmail.com and to the Company at the email address secy-legal@tnpetro.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE RTA OR DEPOSITORIES MAY USE THE WEBLINK OF THE RTA <https://Investors.cameoindia.com> AND FOLLOW THE INSTRUCTIONS THEREIN.

In case of any difficulty, please contact the RTA. Upon registration of the email id as above, the RTA will provide the login credentials for e-Voting along with the notice of the AGM.

GUIDANCE TO SHAREHOLDERS TO ATTEND THE AGM THROUGH VC ARE AS UNDER:

1. The procedure for attending meeting & e-Voting at the meeting is same as the instructions mentioned above for remote e-Voting.
2. The link for VC 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. Members may join the AGM through VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. **In other words, the window for joining the meeting would be available from 4:15 PM to 4:45 PM on the AGM Day.**
4. The facility of participation at the AGM through VC will be made available to 1000 members on first come first served basis. This shall not apply to Shareholders holding 2% or more shares and other categories of persons mentioned in the relevant Circular.
5. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



7. 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.
8. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. There is no provision for spot registration to speak at the meeting.
9. Shareholders are requested not to permit any other person to use their log-in credentials, as it would be a violation of the provisions of the Companies Act, 2013 and the Rules made there under.

GUIDANCE TO SHAREHOLDERS FOR E-VOTING DURING THE MEETING ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as mentioned above for Remote e-Voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes 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.
3. e-Voting facility during the meeting will be available from the beginning of the Meeting till 5 minutes after the close of the meeting. Shareholders may, at their option, vote at any time during this period. The voting facility will be closed thereafter.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

FOR THE ATTENTION OF NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Custodian/Corporates” Tab.
- 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 shall be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Representative/Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Non-Individual shareholders who have voted from the tab for individuals or not submitted the relevant documents in the CDSL e-Voting system are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote by email, to the Scrutinizers bchandraassociates@gmail.com or to the Company at secy-legal@tnpetro.com.

Contact For Further Information

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 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (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 at toll free no. 1800 22 55 33.