



Tamilnadu Petroproducts Limited

Email: secy-legal@tnpetro.com

Phone No. 044-69185588

Secy / 189 / 2023-24

29th May 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: Regulation 24A of the SEBI (LODR) Regulations, 2015 - Submission of Annual Secretarial Compliance Report for the financial year ended March 31,2023

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, 2023.

We request you to kindly take the above on record.

Thanking you,
For Tamilnadu Petroproducts Limited

Sangeetha Sekar
Company Secretary

Encl :a/a



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



B. CHANDRA

PRACTISING COMPANY SECRETARY

AG 3 RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai – 600026

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**Secretarial compliance report of
TAMILNADU PETROPRODUCTS LIMITED for the year ended 31.03.2023**

I, B Chandra, Practising Company Secretary have examined:

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

for the year ended 31.03.2023 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) 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:

- a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- e) 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 below: -

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 Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	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: <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	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: <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;</p> <p>(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;</p>	Yes	As per Annexure A
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	As per Annexure A
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	Additional Non-compliances, if any: Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	

Place: Chennai
Date: 23.05.2023

Signature:

Practicing Company Secretary: B CHANDRA

ACS/ FCS No.: 20879

C P No.: 7859

PEER REVIEW NO 602/2019

UDIN A020879E000350692



Annexure A for the year ended 31-03-2023

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 Practicing Company Secretary	Management Response	Remarks
1.	LODR	Regulation 23 (9)	Non-Disclosure of remuneration paid to one of the KMPs	NA	NA	Same as in Col 4.	NA	Inadvertent omission	It was an inadvertent error and is being rectified in the ensuing return for the Half year ended March 2023	
2.	LODR	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			As per Col 4		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 date, not disclosed to the Stock Exchange.	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 of DRPL and hence would not fall under Regulation 30 of LODR.	



Annexure B for the year ended 31-03-2022

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 Practicing Company Secretary	Management Response	Remarks
1	LODR	Regulation 18 (2) (a)	The audit committee meeting held on 28-6-2021 with a gap of 140 days		Clarification	As in column 4		A query was received from Stock Exchanges and was replied by the Company. However no fine was levied for the same.	As in Column 9	

Place: Chennai
Date: 23.05.2023

Signature: 
Practicing Company Secretary: B. CHANDRA
ACS/ FCS No.: 20879
C P No.: 7859
UDIN A020879E000350692
Peer review no. 602/2019

