



TAMILNADU PETROPRODUCTS LIMITED

**NOTICE OF THE ANNUAL
GENERAL MEETING**

5th AUGUST 2019

**34TH ANNUAL REPORT
2018-19**

FINANCIAL HIGHLIGHTS

(₹ in crores)

Details	Ind AS					Previous GAAP				
	2018-19	2017-18	2016-17 ^s	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10
Revenue from Operations	1,245.33	1,085.09	888.85	700.63	949.87	1,051.82	1,281.42	1,248.19	1,066.46	905.08
Other Income	6.96	7.30	2.89	2.71	11.56	12.12	5.54	11.64	7.89	8.96
Total Revenue	1,252.29	1,092.39	891.74	703.33	961.43	1,063.94	1,286.96	1,259.82	1,074.35	914.03
EBIDTA	98.53	96.62	66.82	12.76	(17.55)	7.09	(0.35)	75.30	73.68	65.44
PBT	71.68	76.91	41.71	38.15	(71.39)	(55.60)	(72.53)	6.45	29.38	13.32
PAT	54.27	51.70	9.30	38.15	(53.07)	(37.30)	(50.56)	5.94	29.47	10.77
Equity Capital	89.97	89.97	89.97	89.97	89.97	89.97	89.97	89.97	89.97	89.97
Reserves & Surplus	318.63	269.38	218.56	209.01	151.01	218.19	255.70	306.45	305.94	287.13
Net Worth	388.98	340.13	288.67	279.12	221.12	288.30	325.61	376.16	375.45	356.44
Face value of share ₹	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00
Earnings per share ₹	6.03	5.75	1.03	4.24	(5.90)	(4.15)	(5.62)	0.66	3.28	1.20
Dividend %	10 *	5	-	-	-	-	-	5	10	5
Book value per share ₹	45.41	39.94	34.29	33.23	26.78	34.25	38.42	44.06	44.00	41.91
EBIDTA / Net Revenue %	7.91	8.90	7.52	1.82	(1.85)	0.67	(0.03)	6.03	6.91	7.23
PBT / Net Revenue %	5.76	7.09	4.69	5.45	(7.52)	(5.29)	(5.66)	0.52	2.75	1.47
Return on Networth %	13.95	15.20	3.22	13.67	(24.00)	(12.94)	(15.53)	1.58	7.85	3.02
Return on Capital Employed %	17.10	18.69	13.77	(1.68)	(14.88)	(6.60)	(8.91)	7.32	6.68	7.38

* Subject to declaration at the AGM

^s Restated as per Ind AS

NOTICE FOR THE THIRTY FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting (AGM) of the Company will be held at 3.00 PM on Monday, the 5th August, 2019, at Rajah Annamalai Mandram, No. 5, Esplanade Road (Opp. to High Court), Chennai – 600 108 to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Financial Statements of the Company and other Reports for the year ended 31st March 2019 by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to Section 129 and other applicable provisions, if any of the Companies Act, 2013, the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March 2019 and the Reports of Directors, Auditors and Secretarial Auditor be and are hereby received, considered and adopted.

2. **To declare a dividend by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to the recommendation of the Board of Directors, a dividend of ₹1.00 per equity share on 8,99,71,474 Equity Shares of ₹10/- each, absorbing ₹8,99,71,474 (Rupees eight crore ninety nine lakh seventy one thousand four hundred and seventy four only), subject to rounding off, is declared out of the profits for the year ended 31st March 2019 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 5th August 2019 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 31st July 2019.

3. **To reappoint Mr. Ramesh Chand Meena, IAS, (DIN: 08009394), Director who retires by rotation and being eligible offers himself for re-election, 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, the Rules made thereunder and the Articles of Association of the Company, Mr. Ramesh Chand Meena, IAS, (DIN: 08009394), a Director retiring by rotation being eligible and offering himself for re-election, is re-appointed as a Director of the Company, liable to retire by rotation.

4. **To fix the remuneration of Auditors by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to section 142 of the Companies Act, 2013, the Rules made thereunder and as recommended by the Audit Committee, the remuneration to M/s. R.G.N. Price & Co., Chartered Accountants, Chennai having ICAI Registration Number 002785S, the Auditors of the Company is fixed as ₹30,00,000/- (Rupees thirty lakh only) per year for audit and related services plus reimbursement of out of pocket expenses and applicable taxes, which shall be applicable till the end of their present term ending with FY 2021 - 22.

SPECIAL BUSINESS

5. **To approve the appointment of Mr. N. Muruganandam, IAS, (DIN: 00540135) as a Director of the Company by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. N Muruganandam, IAS, (DIN: 00540135) is appointed as a Director of the Company not liable to retire by rotation.

6. **To approve the appointment of Dr. Aneesh Sekhar. S, IAS, (DIN: 07887010) as a Director of the Company by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Dr. Aneesh Sekhar. S, IAS, (DIN: 07887010) is appointed as a Director of the Company liable to retire by rotation.

7. **To approve the appointment of Dr. N. Sundaradevan, IAS (Retd.) (DIN: 00223399) as an Independent Director of the Company by passing the following as an Ordinary Resolution:**
RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Dr. N. Sundaradevan, IAS (Retd.) (DIN: 00223399) is appointed as a Director of the Company, not liable to retire by rotation.
RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and the Articles of Association of the Company the appointment of Dr. N. Sundaradevan, IAS (Retd.) (DIN: 00223399) as an Independent Director of the Company for a period of five years from 1st September 2018 is approved.
8. **To approve the appointment of Lt. Col. (Retd.) Shankar Chatapuram Swaminathan (DIN: 08397818) as an Independent Director of the Company by passing the following as an Ordinary Resolution:**
RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Lt. Col. (Retd.) Shankar Chatapuram Swaminathan (DIN: 08397818) is appointed as a Director of the Company, not liable to retire by rotation.
RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and the Articles of Association of the Company the appointment of Lt. Col. (Retd.) Shankar Chatapuram Swaminathan (DIN: 08397818) as an Independent Director of the Company for a period of five years from 1st April 2019 is approved.
9. **To approve the appointment of Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as an Independent Director of the Company by passing the following as an Ordinary Resolution:**
RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) is appointed as a Director of the Company, not liable to retire by rotation.
RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and the Articles of Association of the Company the appointment of Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as an Independent Director of the Company for a period of five years from 1st April 2019 is approved.
10. **To approve the appointment of Mr. Debendranath Sarangi, IAS (Retd.) (DIN: 01408349) as an Independent Director of the Company by passing the following as an Ordinary Resolution:**
RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Debendranath Sarangi, IAS (Retd.) (DIN: 01408349) is appointed as a Director of the Company, not liable to retire by rotation.
RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and the Articles of Association of the Company the appointment of Mr. Debendranath Sarangi, IAS (Retd.) (DIN: 01408349) as an Independent Director of the Company for a period of five years from 21st May 2019 is approved.
11. **To approve the reappointment of Mr. Dhananjay N Mungale (DIN: 00007563) as an Independent Director for a second term by passing the following as a Special Resolution:**
RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Dhananjay N Mungale (DIN: 00007563), is appointed as a Director of the Company, not liable to retire by rotation.
RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, the reappointment of Mr. Dhananjay N Mungale (DIN: 00007563), as an Independent Director for a further period of five years from 27th May 2019 is approved.

12. To approve the reappointment of Ms. Sashikala Srikanth (DIN: 01678374) as an Independent Director for a second term by passing the following as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Articles of Association of the Company, the proposal for reappointment of Ms. Sashikala Srikanth (DIN: 01678374), as an Independent Director for a further period of five years from 12th August 2019 is approved.

13. To approve the reappointment and remuneration of Mr. D Senthikumar (DIN: 00202578) as the Wholetime Director (Operations) by passing the following as Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 of the Companies Act, 2013 ('the Act'), Schedule V thereto, the applicable Rules and Article 135 of the Articles of Association of the Company and subject to the other provisions of the Act and of the Articles, as may be applicable, and such other approvals as may be required, consent of the Members is accorded for the reappointment of Mr. D Senthikumar, (DIN: 00202578) as the Wholetime Director (Operations) of the Company on the following terms and conditions:

- A. PERIOD OF APPOINTMENT: 3 YEARS (19.02.2019 TO 18.02.2022)
- B. NATURE OF APPOINTMENT: CONTRACTUAL
- C. REMUNERATION: Mr. D Senthikumar (DIN: 00202578) shall be paid remuneration as detailed below:
 - i. Total annual remuneration shall be ₹70.40 lakh including annual performance pay of ₹18.75 lakh and all other allowances.
 - ii. Contribution to Provident and other Funds, gratuity, leave with salary and encashment thereof, and other benefits shall be in accordance with the applicable law/service rules of the Company.
 - iii. In the event of loss or inadequacy of profits, the aforesaid remuneration other than the annual performance pay shall be the minimum remuneration payable to Mr. D Senthikumar.
 - iv. The contribution to Provident Fund, gratuity payable and encashment of leave at the end of the tenure shall not be included in the computation of ceiling for the aforesaid minimum remuneration.
 - v. The quantum of the annual performance pay shall be as may be decided by the Board for each year, including for the years in which there is a loss or inadequacy of profits, subject to the condition that the total remuneration including the annual performance pay shall be within the limits prescribed under the Act.
 - vi. The aforesaid revised remuneration shall be applicable from 1st April 2019.
- D. The following shall not be deemed to be remuneration to Mr. D Senthikumar, (DIN: 00202578)
 - i. Provision of car with driver for official use
 - ii. Provision of telephone at residence and mobile phone.
 - iii. 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 Board from time to time.
 - iv. Other expenses incurred by him in relation to the discharge of his duties in relation to the business of the Company.
- E. All the other terms and conditions of appointment and remuneration shall remain the same.

14. To approve the reappointment and remuneration of Mr. KT Vijayagopal (DIN: 02341353) as the Wholetime Director (Finance) by passing the following as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Articles of Association of the Company, Mr. KT Vijayagopal (DIN: 02341353) be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED THAT pursuant to the provisions of Sections 196 & 197 of the Companies Act, 2013 ('the Act'), Schedule V thereto, the applicable Rules and Article 135 of the Articles of Association of the Company and subject to the other provisions of the Act and of the Articles, as may be applicable, and



such other approvals as may be required, consent of the Members is accorded for the reappointment of Mr. KT Vijayagopal, (DIN: 02341353) as the Wholetime Director (Finance) of the Company on the following terms and conditions:

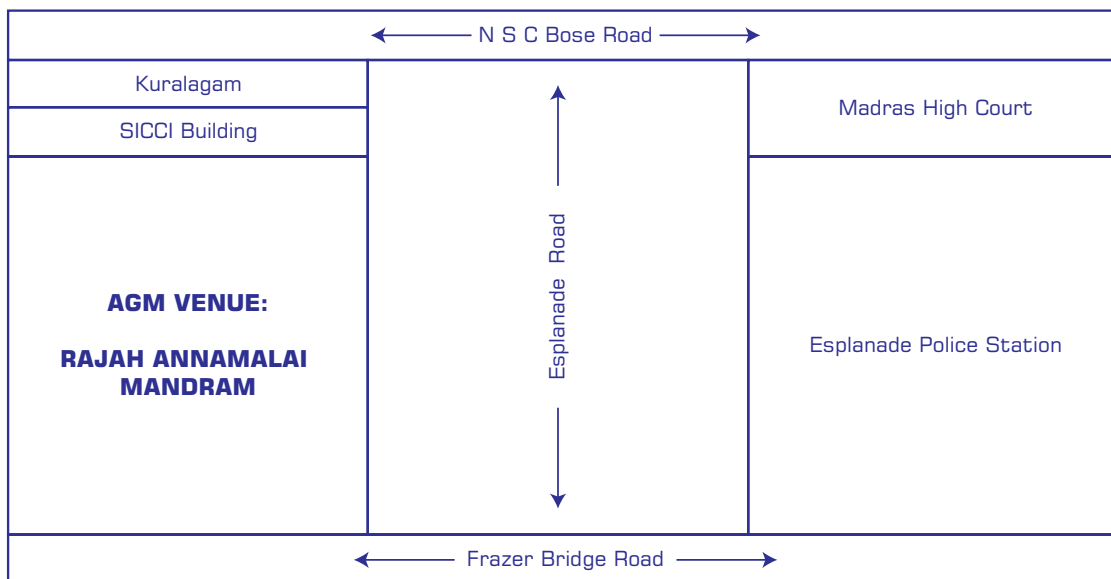
- A. PERIOD OF APPOINTMENT: 3 YEARS (12.02.2019 TO 11.02.2022)
- B. NATURE OF APPOINTMENT: CONTRACTUAL
- C. REMUNERATION: Mr. KT Vijayagopal, (DIN: 02341353) shall be paid remuneration as detailed below:
- Total annual remuneration shall be ₹70.40 lakh including annual performance pay of ₹18.75 lakh and all other allowances.
 - Contribution to Provident and other Funds, gratuity, leave with salary and encashment thereof, and other benefits shall be in accordance with the applicable law/service rules of the Company.
 - In the event of loss or inadequacy of profits, the aforesaid remuneration other than the annual performance pay shall be the minimum remuneration payable to Mr. KT Vijayagopal.
 - The contribution to Provident Fund, gratuity payable and encashment of leave at the end of the tenure shall not be included in the computation of ceiling for the aforesaid minimum remuneration.
 - The quantum of the annual performance pay shall be as may be decided by the Board for each year, including for the years in which there is a loss or inadequacy of profits, subject to the condition that the total remuneration including the annual performance pay shall be within the limits prescribed under the Act.
 - The aforesaid revised remuneration shall be applicable from 1st April 2019.
- D. The following shall not be deemed to be remuneration to Mr. KT Vijayagopal, (DIN: 02341353)
- Provision of car with driver for official use
 - Provision of telephone at residence and mobile phone.
 - 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 Board from time to time.
 - Other expenses incurred by him in relation to the discharge of his duties in relation to the business of the Company.
- E. All the other terms and conditions of appointment and remuneration shall remain the same.
15. **To ratify the remuneration to the Cost Auditors for the year 2018-19 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 ₹2,50,000/- (Rupees two lakh and fifty thousand only) to M/s. M. Krishnaswamy and Associates., Cost Accountants, Chennai for the year 2018-19 be and is hereby ratified.
16. **To approve the transactions with Manali Petrochemicals Limited by passing the following as an Ordinary Resolution:**
RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval is accorded for the transactions with Manali Petrochemicals Limited during the year 2019-20 for purchase and sale of goods and services and other transactions for aggregate value upto ₹ 200 crore (Rupees two hundred crore) plus applicable taxes.

Regd. Office:
Manali Express Highway
Manali,
Chennai-600 068
21st May 2019

By order of the Board
For Tamilnadu Petroproducts Limited

K Priya
Company Secretary

**LANDMARK FOR THE AGM VENUE:
OPPOSITE TO WESTERN ENTRANCE TO MADRAS HIGH COURT**



IMPORTANT NOTES:

1. The Register of Members and Share Transfer books of the Company will remain closed from 1st August 2019 to 5th August 2019 (both days inclusive) in connection with the Annual General Meeting (AGM) and payment of dividend.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), which sets out details relating to Special Business at the meeting, is annexed hereto which may be regarded as a disclosure under Regulation 36 of the Listing Regulations.
3. Particulars of the Directors seeking appointment/reappointment at the Annual General Meeting are enclosed and form an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF SELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Member holding more than 10% of the total share capital of the Company is entitled to appoint a single proxy, who cannot be proxy of any other member. **The Proxy holder shall prove his/her identity at the time of attending the Meeting and shall not be entitled to speak at the meeting, but only vote on poll, if the member has not exercised e-voting.**
5. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
6. Electronic copy of the full version of the Annual Report for the year 2018-19 and the notice of the 34th AGM are being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Abridged

Annual Report for the year are being sent in the permitted mode. These members are requested to register their e-mail ids with the DP/Registrar and receive full version of the Annual Report and other communications in electronic form to contribute their mite to green environment.

7. Full version of the Annual Report and the Notice of the AGM are available in the Company's website viz., www.tnpetro.com. Members desirous of receiving printed copy of the complete annual report may send a request in writing to the Registrar or the Company by post/courier or email with a scanned copy of the request, duly signed.
8. Pursuant to the stipulations in 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 right to vote at the Annual General Meeting by electronic means. The detailed process for participating in e-voting is provided in the Annexure to the Notice in Page no. 18 and 19.
9. A person who has participated in e-voting is not debarred from participating in the meeting physically though he shall not be able to vote in the meeting again and his earlier vote cast electronically shall be treated as final. In terms of the provisions of Section 107 read with Section 109, there will be no voting by show of hands at the meeting and hence the provisions relating to demand for poll by the Members is irrelevant. However as per Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended, facility for voting shall be made available at the meeting by polling papers and members who have not cast their vote by e-voting shall be entitled to exercise their right at the meeting.
10. As per SEBI guidelines, dividend is to be paid through electronic mode into the bank account as per the details furnished by the depositories. In case, electronic payment is not possible, the bank account details, if available will be printed on the warrant / other payment instrument. The Company is not permitted to entertain any direct request for deletion or change of such bank details.
11. As per Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has, accordingly, transferred ₹29,81,386 /- being the unpaid and unclaimed dividend amount pertaining to the year 2010-11 to the IEPF on 5th November 2018. The details of such transfer are available in the website of the Company.
12. The details of unpaid dividend relating to the year 2011-12 as on 7th August 2018, being the date of last AGM is available in the website of the Company www.tnpetro.com. The updated details of unpaid dividend as on the date of ensuing AGM relating to the years 2011-12 and 2017-18 will be uploaded in the website of the Company in due course.
13. Dividend for the year 2011-12 remaining unclaimed and unpaid will be transferred to IEPF during the month of November 2019. 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.
14. As per the extant law, investors are entitled to claim the unpaid dividends transferred to the IEPF for which they are required to submit the request online in Form IEPF-5. The procedure for making the claim is available in the website of the Company and also the IEPF.
15. 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 soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar.

17. SEBI vide circular dated 20th April 2018 has mandated the Company to collect copy of PAN and Bank account details from Members holding shares in physical form. Accordingly in July 2018 individual letters were sent to the those shareholders whose PAN and Bank Account details are not available with the Company, followed by two reminders, but many of such shareholders have not furnished the information. As per the Circular, the shareholders who have not furnished the information have been placed under “enhanced watch” and so their requests would be processed subject to enhanced due diligence.
18. ***Pursuant to Proviso to Regulation 40 (1) of the Regulations, effective 1st April 2019, the Company is not permitted to process requests for transfer of securities, other than transmission or transposition of names in physical form. So, persons holding shares in physical form are requested to take actions for dematerialization of their holdings to ensure hassle free transactions in the shares.***
19. Members who have registered for e-communication are also entitled to receive communication in physical form by post, free of cost upon making a request for the same. For any information, the Members may also send requests to the Registrar.
20. 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 nominations.
21. All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Holidays, up to and including the date of the AGM.
22. Shareholders seeking any information with regard to accounts are requested to write to the Company well in advance so as to enable the Management to reply.
23. **Members may note that as per the Secretarial Standard – 2 notified by the Government, no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting and hence there will be no distribution of packaged items at the meeting.**

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

The following statements sets out all material facts relating to the special business mentioned in the accompanying notice:

Items 5 & 6

Mr. N Muruganandam, IAS, (DIN: 00540135) Principal Secretary to Government of Tamilnadu, Industries Department was appointed as an Additional Director of the Company and also as the Chairman of the Board at the Board Meeting held on 12th February 2019 and he holds office till the AGM.

Dr. Aneesh Sekhar. S, IAS, (DIN: 07887010), Executive Director of Tamilnadu Industrial Development Corporation Limited (TIDCO), was appointed as an Additional Director of the Company through a Circular Resolution effective from 5th April 2019 and he holds office till the AGM.

Proposals has been received from Tamilnadu Industrial Development Corporation Limited (TIDCO) for their appointments as Directors of the Company under Section 160 of the Act. Since the proposals have been recommended by the Nomination and Remuneration Committee, there is no requirement of any deposit for considering the same. A brief profile of the appointees is given in the Annexure.

In terms of the Joint Venture Agreement entered between the promoters, TIDCO is entitled to have three nominees on the Board of TPL. Accordingly, the Board recommends the resolution for the consideration of the Members as an Ordinary resolution.

Except Mr. N Muruganandam, IAS, (DIN: 00540135), Mr. Ramesh Chand Meena IAS, (DIN: 08009394) and Dr. Aneesh Sekhar. S, IAS (DIN: 07887010), all being the nominees of TIDCO none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions.

Item No.7-10

Dr. N. Sundaradevan, IAS (Retd.), (DIN: 00223399) was appointed as an Additional Director of the Company through a Circular Resolution effective from 1st September 2018 and also as an Independent Director for a period of five years from the said date.

Lt. Col. (Retd.) Shankar Chatapuram Swaminathan (DIN: 08397818) and **Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285)** were appointed as Additional Directors of the Company at the meeting held on 25th March 2019 effective from 1st April 2019 and also as Independent Directors for a period of five years from the said date.

Mr. Debendranath Sarangi, IAS (Retd.), (DIN: 01408349) was appointed as an Additional Director of the Company at the meeting held on 21st May 2019 and also as an Independent Director for a period of five years from the said date.

All the above appointments as Additional Directors have been made under Section 162 and so they hold office till the AGM. Proposals have been received for their appointment as Directors under Section 160 of the Act for which there is no requirement of any deposit pursuant to Proviso to Section 160(1) of the Act. Further in terms of Section 149(13) of the Act, the above appointees will not be liable to retirement by rotation.

It may be noted that their appointments as Independent Directors have been made under Section 149 read with the other provisions, Rules and Schedule IV to the Act. As per Section 150, these appointments are to be approved by the Shareholders.

Brief profiles of the aforesaid Directors are given in the Annexure from which it could be seen that they have good qualification and rich experience in various segments, positions and fields. It is viewed that they individually and also collectively possess many of the skills determined for the Board.

Considering their qualification, experience, stature, standing and based on the declaration and other disclosures received, in the opinion of the Board, all the above Directors are qualified to be Independent Directors of the Company and their association and guidance would be of great value to the Company. Accordingly, the Board recommends all the above proposals for consideration and approval of the Members by way of Ordinary Resolutions.

Except, the respective appointees none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposals.

Item No.11 & 12

Mr. Dhananjay N Mungale (DIN: 00007563) and **Ms. Sashikala Srikanth (DIN: 01678374)** the Independent Directors would be completing their first term of office on 26th May 2019 and 11th August 2019 respectively. As per Section 149(10) of the Act, they shall be eligible for reappointment on passing of a Special Resolution by the Members and disclosure of the same in the Board's Report. Further as per para 4 of Schedule IV to the Act, such reappointment shall be on the basis of report of performance evaluation.

In this connection, Board at the meeting held on 21st May 2019 has, based on the evaluation of the performance of the above two directors, concluded that they be reappointed for a further term of five years, subject to approval of the Members as stated above. The proposals have also been considered by the Nomination and Remuneration Committee and duly recommended to the Board. Since Mr Dhananjay N Mungale's first term would end on 26th May 2019, the Board has appointed him as an Additional Director and Independent Director effective from 27th May 2019. Board also appointed Ms Sashikala Srikanth as an Independent Director effective from 12th August 2019 which has to be approved by the Members.

Brief profile of the appointees are given in the Annexure, from which it could be seen that they are Chartered Accountants with rich experience in various fields. They are serving on the Boards of other listed companies and their committees. They have many of the skills determined by the Board and further their performance has been found to be good. Therefore their continued association would be beneficial to the Company and so the Board recommends the proposals for consideration and approval of the Members by Special Resolutions.

Except for the aforesaid appointees, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions.

Item No. 13 & 14

Based on the recommendation of the Nomination and Remuneration Committee, the Board at the Meeting held on 12th February 2019 reappointed Mr. D Senthikumar (DIN: 00202578) as the Wholetime Director (Operations) for a period of three years with effect from 19th February 2019, subject to approval of the Members.

The tenure of Mr. KT Vijayagopal (DIN: 02341353) as Wholetime Director (Finance) ended on 31st January 2019. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board at the Meeting held on 12th February 2019 appointed him as an Additional Director and also as Wholetime Director (Finance) with effect from 12th February 2019 subject to approval of the Members.

The brief profiles of the appointees are given in the Annexure from which it could be seen that they have adequate qualifications and requisite experience to be the Wholetime Directors of the Company and discharge their responsibilities.

Based on the recommendation of the NRC, the remuneration of the aforesaid Wholetime Directors have been revised as detailed in the Resolutions.

The revised remunerations are considered reasonable taking into account various factors including but not limited to the performance of the Company, the individual, remuneration to similarly placed executives in other companies and the like.

Statement pursuant to Clause (iv) of second proviso to of Paragraph B of Section II of Part II of Schedule V to the Act is enclosed to the extent applicable.

The Board recommends the resolutions for the consideration of the Members. Except the aforesaid appointees, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions.

Item No. 15

At the Board Meeting held on 10th August 2018, M/s M. Krishnaswamy & Associates, Cost Accountants, Chennai has been appointed as the Cost Auditor of the Company for the year 2018-19 on a remuneration of ₹2,50,000/- [Rupees two lakh fifty thousand only] as recommended by the Audit Committee of the Company. As per Section 148 of the Act read with Companies (Audit and Auditors), Rules 2014, remuneration to the Cost Auditor as recommended by Audit Committee, and approved by the Board is to be ratified by the Members and hence the same is placed for consideration and approval at the AGM.

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

Item No. 16

The Company has been having transactions with Manali Petrochemicals Limited (MPL) for more than 3 decades for purchase/sale of various goods/services. During the year 2017-18, MPL has been identified as a Related Party under the Ind AS- 24 and so the requirements relating to transactions with Related Parties are being complied with. The transactions between MPL and TPL have always been in the ordinary course of business at arms' length and so they are not covered under Section 188 of the Act. However the stipulations in the Listing Regulations are attracted. In this connection it may be noted that TPL has commenced production of Propylene Oxide during January 2019 and the product would be sold to MPL, which would be in addition to the other products/ services. The total value of the transactions during the year 2019-20 is expected to be more than 10% of the consolidated turnover of TPL in FY 2018-19 and so the transactions would be deemed material in terms of the Policy of the Company read with Regulation 23 of the Listing Regulations.

Pursuant to Regulation 23 (4) all material related party transactions shall require approval of the Shareholders through resolution without the participation of the related parties of the Company.

It is important to continue the transactions with MPL as it has been one of the major customers of TPL for more than three decades and the transactions have always been in the ordinary course of business at arms' length. The Audit Committee of TPL has accorded prior approval for the said transactions. In the



light of these, the Board recommends the resolution for consideration and approval of the Members as an Ordinary Resolution.

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

Regd.Office:

Manali Express Highway
Manali,
Chennai-600 068
21st May 2019

By order of the Board
For Tamilnadu Petroproducts Limited

K Priya
Company Secretary

Annexure

INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED AT THE 34TH AGM.

Items 3, 5 to 14 of the Notice

Brief Profiles of the proposed appointees

Mr. Ramesh Chand Meena, IAS (DIN: 08009394), 53, holds B. Tech (Electrical) and M. Tech (Communication and Radar Engineering) degrees. He has more than 25 years of wide experience in public administration and has held critical and important positions in the Government of Tamil Nadu. He was appointed as a Director of the Company on 16th January 2018.

At present he serves as Chairman and Managing Director of Tamilnadu Industrial Development Corporation Limited (TIDCO). He is also Chairman and Director of TICEL Bio Park Limited, TIDEL Park Coimbatore Limited and Director of State Industries Promotion Corporation of Tamilnadu Limited (SIPCTL), TIDEL Park Limited, Titan Company Limited (TCL), TRIL Infopark Limited (TIL), Ascendas IT Park (Chennai) Limited, Marine Infrastructure Developer Private Limited, Tamilnadu Trade Promotion Organisation (a Sec.8 Company), Electronics Corporation of Tamil Nadu Limited (ECTL). He is also a Member of Tamilnadu Industrial Guidance and Export Promotion Bureau (Society).

He is a Member of Audit Committee of TPL, TIL, ECTL and Nomination and Remuneration Committee (NRC), Corporate Social Responsibility Committee (CSR), Executive Sub Committee of TIDCO and NRC, Ethics Committee and Executive Committee of TCL. He is also Member of Tender Committee of SIPCTL.

Mr N Muruganandam, IAS (DIN: 00540135), 51, is an Engineering graduate in Computer Science and also MBA. A 1991 batch IAS Officer, he has held many key positions in the Government of Tamil Nadu and Government of India such as District Collector, Coimbatore/ Karur / Chennai, Managing Director, Poompuhar Shipping corporation, Joint Secretary, Ports and Joint Secretary, Rural Development in the Government of India.

He was the Project Director of World Bank funded poverty alleviation programme, Pudhu Vazhvu. Prior to becoming the Principal Secretary, Industries Department in 2019, he was the Principal Resident Commissioner of Tamilnadu House in New Delhi.

At present he serves as Chairman of State Industries Promotion Corporation of Tamilnadu Limited, Tamilnadu Industrial Investment Corporation Limited, TIDEL Park Limited, Titan Company Limited, Tamilnadu Minerals Limited, Tamilnadu Newsprint and Papers Limited, Tamilnadu Industrial Guidance and Export Promotion Bureau (Society) and Director of Tamilnadu Industrial Development Corporation Limited, Tamil Nadu Generation and Distribution Corporation Board, IIT Madras Research Park (a Sec.8 Company), Entrepreneurship Development Institute. He is also a Member in Chennai Metropolitan Development Authority and Mono Rail Empowered Committee.

Dr. Aneesh Sekhar. S, IAS, (DIN: 07887010), 33, holds M.B.B.S degree. A 2011 batch IAS Officer, he has held many key positions in the Government of Tamil Nadu such as the Commissioner, Corporation of Madurai, Managing Director, Madurai Smart City Limited, Director, Tamilnadu State Transport Corporation (Madurai) Limited and Joint Commissioner (Enforcement) Commercial Taxes Coimbatore.

At present he serves as Executive Director of Tamilnadu Industrial Development Corporation Limited (TIDCO), State Industries Promotion Corporation of Tamilnadu Limited and Managing Director of Tamilnadu Polymer Industries Park Limited.

He is the Chairman of Tanflora Infrastructure Park Limited (TIPL) and Director of TICEL Bio Park Limited, Manali Petrochemicals Limited and Tamilnadu Trade Promotion Organisation (a Sec. 8 Company).

He is the Chairman of Audit Committee and Project Monitoring Committee of TIPL, Member of Executive Sub Committee of TIDCO and Member of NRC, CSR, Risk Management Committee (RMC), Stakeholders' Relationship Committee (SRC) of TPL.

Dr. N. Sundaradevan, IAS (Retd.), (DIN: 00223399), 66, holds a Master's degree in Chemistry and also a Ph. D in Sociology (Applied Demography). He was in Indian Revenue Service as an Income Tax Officer from July 1977 to July 1979 and later joined the Indian Administrative Service.

Dr. Sundaradevan 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 service he retired in September 2012.

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, 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. He was also an Independent External Monitor of the Chennai Petroleum Corporation Ltd and NLC India Limited.

At present he is Director of Ascendas IT Park (Chennai) Ltd., (AIPL), The State Trading Corporation of India Ltd. (STCIL), Information Technology Park Ltd., Bangalore (ITPL), TIDEL Park Coimbatore Limited, Tamilnadu Water Investment Company Limited, Jansons Industries Limited. He is the Member of Audit Committee of AIPL, STCIL and ITPL.

He is also Managing Trustee of Adigaratty Trust, The Nilgiris, and Trustees of Nilgiri Swami Vivekananda Foundation, The Nilgiris, Nelikolu Trust, The Nilgiris and IC Centre for Governance, Coimbatore.

Mr. Dhananjay N Mungale (DIN: 00007563), 65, B.Com, A.C.A., L.L.B., is a renowned Consultant having wide experience in International Finance, Capital Markets and Merchant Banking. Mr. Mungale has had a long and distinguished career stints with Bank of America and DSP Merrill Lynch, in Corporate and Private and Investment Banking, in India and Europe. He serves on the Boards of various entities and institution ranging from the publicly held, private to non-governmental. Based in Mumbai, with advisory engagement across India, and Europe, he performs a wide repertoire of roles across various sectors, both corporate as well as pro-bono. He is member of National Committee of the Mahindra United World College. He is Director in Chowgule Steamships Ltd., Mahindra & Mahindra Financial Services Ltd. (MMFSL), Mahindra CIE Automotive Ltd. (MCAL), NOCIL Limited, Samson Maritime Ltd. (SML), Kalpataru Limited (KL), I-nestor Advisors Private Limited, LICHFL Trustee Company Private Limited, Mentor Technologies Private Limited and DSP Investment Managers Private Limited.

He is Chairman of Audit Committee and NRC of Chowgule Steamships Ltd. He is also Chairman of SRC of MCAL and Chairman of NRC of KL.

He is the Member of Audit Committee of MMFSL, NOCIL, MCAL, KL, SML and TPL. He is the Member of NRC of MMFSL, NOCIL and SML. He is the Member of RMC of MMFSL and also Member of CSR of MCAL.

Ms. Sashikala Srikanth (DIN: 01678374), 62, is a graduate in Economics and a Chartered Accountant. At present she is providing consultancy services to various corporates including in the area of CSR. Prior to this she was Senior General Manager - Resources of IAL Group and Group Financial Controller of

Shattaff Group, in Dubai from 2003 to 2005 and held various positions in MAC Group of Companies from 1996 to 2003. She was associated with AF Ferguson and Co., Chartered Accountants, Chennai from 1987 to 1995 where she had also done her internship during 1984-87. Presently she is a Director in Manali Petrochemicals Limited (MPL), Sicagen India Limited (SIL), Southern Petrochemical Industries Corporation Limited (SPIC), Greenstar Fertilizers Limited (GFL), EDAC Engineering Limited (EEL), Merchantile Ventures Limited (MVL), AM Foundation, Trust Properties Development Co Private Limited and Certus Investments and Trading Limited, Mauritius, subsidiary of TPL. She is also trustee of AM Educational Foundation.

She is the Chairperson of Audit Committee of SPIC, GFL, SIL and TPL. She is also Member of Audit Committee of EEL, MVL and MPL. She is the Member of NRC of MVL, GFL, EEL and SIL. She is the Chairperson of RMC of TPL, MPL and MVL and Member of SRC of MVL. She is the Chairperson of CSR of MVL and Member of CSR of TPL, MPL, GFL and SIL.

Lt. Col. (Retd.) Shankar Chatapuram Swaminathan, (DIN: 08397818), 60, is a Chemical Engineer and served Indian Oil Corporation Limited for 37 years. He retired as its Executive Director and during his tenure had headed various verticals within the organization, namely - Aviation, LPG, Director Secretariat, Petrochemicals, Corporate Training & Development, Planning and Co-ordination, Law and Quality control.

Concurrently, Lt. Col. (Retd.) Shankar was commissioned in the Indian Territorial Army as an Officer in 1983 and had been an active soldier for over 30 years. He had headed Battalion in relief and rescue operations during the Gujarat earthquake, Odisha super cyclone, Andaman's tsunami and various other critical operations of national importance. A passionate trainer and motivational speaker Lt. Col. (Retd.) Shankar has presented technical papers at various National and International forums.

Mr. Shankar is a Director in Manali Petrochemicals Limited. He is a Member of the NRC of TPL.

Mr. Govindarajan Dattatreyan Sharma, (DIN: 08060285), 64, is a Post Graduate in Personnel Management and Industrial Relations from Tata Institute of Social Sciences, is a Senior HR professional with over 40 years' experience across industry verticals. He has held senior positions and led the HR function in various corporates such as BGR Energy Systems, Larsen & Toubro, Vedanta (Sterlite) Group, SRA Systems, E.I.D. Parry and SPIC.

At present he is Principal Consultant, Beeline HR Advisory, his own HR & Management Consulting Firm, advising major organizations, Institutions and individuals on managing growth and helping them realize their potential.

Mr. Sharma is a well-respected HR veteran, with rich experience in the complete spectrum of the human resources functions across varied business segments. He has had exposure to multi-national mergers and acquisitions, cross-cultural change management, large scale integration facilitation skills and the like. He has designed and successfully implemented management and leadership development initiatives across the enterprise, and is well-versed in strategically aligning HR with Business. Mr. Sharma also plays an active role in Education/Academia and Training, and is associated as Advisor, Adjunct Faculty, Visiting Faculty, and Mentor with prestigious B-Schools and leading Business houses.

He is a much sought-after trainer, speaker, rapporteur, facilitator and moderator in professional, social and cultural circles. Mr. Sharma has won many Awards and Distinctions. He was the Best Outgoing Student of the 1979 batch of M.A (PM & IR) at TISS and a Gold Medalist. His other Awards include Rotary Foundation Group Study Exchange Fellowship in 1985; Fellowship of AOTS in 1996; Leadership Excellence Award from ITM University in 2006; Lifetime Achievement Awards by HR Sangam in 2016 and HR Caucus in 2018. He has held several National and State-level positions in Professional & Industry Bodies, such as the CII, EFSI, SICCI & NIPM.

Mr. Sharma is a Director in Manali Petrochemicals Limited (MPL). He is the Chairman of NRC of MPL, TPL and a Member of the Audit Committee and SRC of MPL, TPL.

Mr. Debendranath Sarangi, (DIN: 01408349), 66, is a retired IAS (1977) Officer from Tamilnadu cadre. He holds Master's degrees in Political Science from Delhi University and in Economics from University of Swansea, UK.

While in service he held senior level responsibilities like Additional Chief Secretary/Principal Secretary of eight Departments including as Chairman of Tamilnadu Industrial Development Corporation and TITAN. He eventually retired as the Chief Secretary in 2012. He is an Independent Director on the Boards of Voltas Ltd, Universal Comfort Products Ltd (UCPL) and Rohini Industrial Electrical Ltd (RIEL) (both wholly owned subsidiaries of Voltas), the Chairman (Independent Director) of Shriram City Union Finance Ltd (SCUFL) and Independent Director in SPIC. He is also Director in Etica Developers Pvt Ltd (EDPL), He is the Member of Audit Committee in Voltas Ltd, UCPL and RIEL and Member of Risk Management Committee of Voltas. He is also Member of Nomination and Remuneration Committee of RIEL and SCUFL and CSR Committee of SCUFL.

Mr. D Senthikumar, (DIN: 00202578), 54, holds B.TECH (Chemical Engineering Degree) from Anna University and also completed his EMBA in IIBM. He has more than 29 years of experience in the industry. He started his career as a trainee in TPL and became the AVP (Operations). He has handled many areas in TPL and has good knowledge about the operations and other functions of all the units of the Company. His qualification and knowledge about TPL will be very useful to the Company. Presently he is the WTD (Operations) of TPL and a Director of TPL Employees Welfare Foundation. He is a member of the Risk Management Committee, CSR Committee and Stakeholders Relationship Committee of TPL.

Mr. KT Vijayagopal, (DIN: 02341353), 53, is a graduate in Commerce and a Fellow member of the Institute of Chartered Accountants of India (ICAI). He has more than 30 years of experience mostly in Oil & Gas, Power, Engineering and Manufacturing sectors and has held various positions in multinational companies & premier Indian Companies including Board level assignments. He has widely travelled and has worked with various nationalities like British, Canadians, Americans etc., In addition to the general corporate experience, his commercial acumen combined with people skills is expected to be useful to the Company. He is the Chief Financial Officer of the Company and the WTD (Finance) from 1st February 2016. Presently he is a Director of TPL Employees Welfare Foundation. He doesn't hold any committee memberships.

None of the above appointees hold any shares in the Company except Mr. KT Vijayagopal who holds 200 equity shares and none of the above appointees has any relationship with other Directors or other Key Managerial Personnel of the Company. The details of meetings attended by these Directors during the year 2018-19 are furnished in the Corporate Governance Report.

STATEMENT PURSUANT TO CLAUSE (IV) OF SECOND PROVISO TO PARAGRAPH B TO SECTION II OF PART II OF SCHEDULE V TO THE ACT

I. GENERAL INFORMATION

(1) Nature of Industry	Chemical and Petrochemical (Manufacture and Sale of Linear Alkyl Benzene, Caustic Soda and Chlorine & Derivatives and Propylene Oxide).			
(2) Commencement of commercial Production	Linear Alkyl Benzene - April 1988 Caustic Soda and Chlorine & Derivatives - The Chlor Alkali plant owned by SPIC was taken over by the Company during August 2000. Propylene Oxide – January 2019			
(3) Financial Performance	(₹ in Crore)			
	Financial Parameters	2016-17	2017-18	2018-19
	Revenue from Operations	888.85	1085.09	1245.33
	Profit After Tax	9.30	51.70	54.27
	Export Sales	26.68	3.84	Nil
	Dividend	Nil	5%	10%
(4) Foreign investments or collaborations, if any	The Company has invested ₹96 crore in its Wholly Owned Subsidiary Certus Investments and Trading Limited, Mauritius.			

II. INFORMATION ABOUT THE APPOINTEES:

Mr. D Senthikumar (DIN: 00202578)

(1) Background details	Furnished in the explanatory statement.
(2) Past Remuneration	₹62.12 lakh per annum including ₹16.50 lakh as annual Performance Pay and all other allowances excluding contribution to Provident and Other Funds, leave gratuity and other benefits in accordance with applicable law/service rules of the Company till 31.03.2019.
(3) Job Profile and Suitability	As Wholetime Director (Operations) of the Company he will be responsible for the Plant-Operations, Projects and other matters of the Company, subject to the superintendence, guidance and control of the Board of Directors of the Company from time to time. He is also the Key Management Personnel under section 203(1) (i) of the Companies Act, 2013. Taking into account his previous experience, educational background, knowledge about the industry, past performance in TPL and the nature and size of operations of the Company, he is a fit and proper person to be the Wholetime Director (Operations) of the Company.
(4) Remuneration proposed to the Appointee	As given in the Special Resolution.
(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	The proposed remuneration is reasonable with respect to the industry, size of the Company and job profile of the proposed appointee.
(6) Pecuniary relationship, directly or indirectly with the Company / relationship with Managerial personnel, if any	NIL

Mr. KT Vijayagopal, (DIN: 02341353)

(1) Background details	Furnished in the explanatory statement.
(2) Past Remuneration	₹62.12 lakh per annum including ₹11.88 lakh as annual Performance Pay and all other allowances excluding contribution to Provident and Other Funds, leave gratuity and other benefits in accordance with applicable law/service rules of the Company till 31.03.2019.
(3) Job Profile and Suitability	As Wholetime Director (Finance) of the Company he will be responsible for management of financial affairs of the Company, subject to the superintendence, guidance and control of the Board of Directors of the Company from time to time.
(4) Remuneration proposed to the Appointee	As given in the Special Resolution.
(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	The proposed remuneration is reasonable with respect to the industry, size of the Company and job profile of the proposed appointee.
(6) Pecuniary relationship, directly or indirectly with the Company / relationship with Managerial personnel, if any	NIL

III. OTHER DISCLOSURES

1	Information on remuneration package	Details furnished in the relevant resolutions.
2	Other disclosures	The elements of remuneration are basic salary, allowances, annual performance pay, annual benefits, contributions, etc. details of which have been furnished in the Resolutions/ Corporate Governance Report annexed to the Directors' Report for the year 2018-19. Terms of service are as per the service rules of the Company governed by the applicable laws. No stock option is applicable.

Regd.Office:
 Manali Express Highway
 Manali,
 Chennai-600 068
 21st May 2019

By order of the Board
For Tamilnadu Petroproducts Limited

K Priya
Company Secretary

INSTRUCTIONS FOR EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS

- (i) The voting period begins on **2nd August 2019 at 9.00 AM and ends on 4th August 2019 at 5.00 PM.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 29th July 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted electronically prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders/Members.
- (v) 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. Members holding shares in Physical Form should enter their Folio Number allotted by the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Sequence Number 1 then enter RA00000001 in the PAN field.
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. <ul style="list-style-type: none"> • 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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Tamilnadu Petrochemicals Limited and you will be directed to the E-Voting Screen.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for 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 as Corporates.
 - 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.
 - 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

REQUEST TO SHAREHOLDERS FOR INFORMATION UNDER SECTION 88 OF THE COMPANIES ACT, 2013 AND TO REGISTER THEIR E-MAIL IDS

1. As per Section 88 of the Companies Act, 2013 (the Act) the Register of Members is required to be updated with certain additional particulars, such as PAN, CIN/UIN etc. Persons holding shares in physical form are requested to furnish the relevant information to enable the Company to comply with the said requirements of the Act.
2. The Ministry of Corporate Affairs and the Securities Exchange Board of India have, as part of their Green Initiative permitted the companies to send the annual report, notices and other communication to the shareholders in electronic form. As per Rule 18 of the Companies (Management & Administration) Rules, 2014 the Company shall provide an advance opportunity at least once in a financial year, to the member to register his e-mail address and changes therein. Accordingly for receiving the annual report and other communication from the Company electronically, all the members who hold shares in physical form are requested to register their e-mail ids with the Registrar and Share Transfer Agents in the format given in our website viz. www.tnpetro.com duly signed and sent to the Registrar and Share Transfer Agents through post, courier or by e-mail with the scanned copy of the duly signed form or handover at the AGM Venue. Members holding shares in demat form may kindly furnish their details to their Depository Participant.



Tamilnadu Petroproducts Limited

CIN:L23200TN1984PLC010931

Registered Office & Factory: Manali Express Highway, Manali, Chennai – 600 068
Telefax: 25945588, E Mail: secy-legal@tnpetro.com, Website: www.tnpetro.com

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL. ONLY MEMBERS OR THEIR PROXIES ARE ENTITLED TO BE PRESENT AT THE MEETING.

Name of the attending Member(s) :	Folio/DP ID-Client ID No. :
No. of Shares held :	

I hereby record my presence at the 34th ANNUAL GENERAL MEETING of the Company held at **RAJAH ANNAMALAI MANDRAM**, Esplanade Road (Opp to High Court), Chennai - 600 108 at 3.00 PM on Monday, the 5th August, 2019.

NAME OF PROXY IN BLOCK LETTERS

SIGNATURE OF THE SHAREHOLDER/PROXY*

* Strike out whichever is not applicable

Please see overleaf for details of Folio No. / DP ID - Client ID & No. of Shares



Tamilnadu Petroproducts Limited

CIN:L23200TN1984PLC010931

Registered Office & Factory: Manali Express Highway, Manali, Chennai – 600 068
Telefax: 25945588, E Mail: secy-legal@tnpetro.com, Website: www.tnpetro.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014].

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Folio/DP ID-Client ID No. :	

I/We being the member(s) holding _____ shares of the above named Company, hereby appoint

- | | | |
|------------------|----------------|--------------------|
| (1) Name: | Address: | |
| E-mail Id: | Signature..... | or failing him/her |
| (2) Name: | Address: | |
| E-mail Id: | Signature..... | or failing him/her |
| (3) Name: | Address: | |
| E-mail Id: | Signature..... | or failing him/her |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Monday, the 5th August, 2019 at 3:00 PM at **RAJAH ANNAMALAI MANDRAM**, Esplanade Road (Opp to High Court), Chennai - 600 108, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No. of Resolutions (as in the Notice annexed)

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
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(Tick Mark the Sl. No. of Resolutions for which the proxy is appointed)

Signed this _____ day of _____ 2019.

Affix
30 paise
Revenue
Stamp

Signature of Shareholder(s) _____

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting
- In the case of a Corporation, the proxy form shall be either given under the Common Seal signed on its behalf by an Attorney or Officer of the Corporation.
- The Proxy holder shall prove his / her identity at the time of attending the Meeting.



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