

NOTICE OF 30TH ANNUAL GENERAL MEETING



NOTICE FOR THE THIRTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting (AGM) of the Company will be held at 10.35 a.m. on Tuesday, the 22nd September 2015, at Tamil Isai Sangam, Rajah Annamalai Mandram, No. 5, Esplanade Road (Near 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 2015 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 Financial Statements of the Company including the Consolidated Financial Statements for the year ended 31st March 2015 and the Reports of the Board of Directors and the Auditors thereon and the Report of the Secretarial Auditor be and are hereby received, considered and adopted.

2. To appoint a Director in place of Mr. Ashwin C Muthiah (DIN 00255679) 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 of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the company, Mr. Ashwin C Muthiah (DIN 00255679), a Director retiring by rotation being eligible and offering for re-election, be and is hereby re-appointed as a Director of the Company.

3. To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No.008072S) as the Auditors of the Company by passing the following as an Ordinary Resolution:

RESOLVED THAT

- i. Pursuant to Section 139 of the Companies Act, 2013, and the Rules made thereunder, the reappointment of M/s Deloitte Haskins and Sells, Chartered Accountants, Chennai, with ICAI Registration Number 008072S as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company to be held during the year 2016 be and is hereby ratified.
- ii. The Auditors be paid a remuneration of Rs. 26,00,000/- (Rupees twenty six lakh only) plus reimbursement of out of pocket expenses and applicable taxes for the year 2015-16.

Special Business

4. To consider and if thought fit, to pass the following as an Ordinary Resolution for appointing Mr. Kulbir Singh, (DIN00204829) as an Independent Director of the Company:

RESOLVED THAT pursuant to the provisions of Sections 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Kulbir Singh, (DIN 00204829) be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the appointment of Mr. Kulbir Singh, (DIN 00204829) as an Independent Director of the Company for a period of 5 years from 12th August 2014 be and is hereby approved.

5. To consider and if thought fit, to pass the following as an Ordinary Resolution for appointing Ms. Sashikala Srikanth (DIN: 01678374) as an Independent Director of the Company:

RESOLVEDTHAT pursuant to the provisions of Section 160 and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Ms. Sashikala Srikanth, (DIN: 01678374) be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the appointment of Ms. Sashikala Srikanth (DIN: 01678374) as



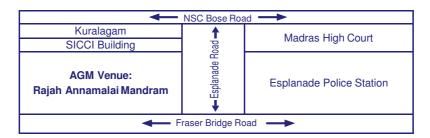
an Independent Director of the Company for a period of five years from 12th August 2014 be and is hereby approved.

6. To consider and if thought fit, to pass the following as an Ordinary Resolution to ratify the remuneration to the Cost Auditor for the year 2014-15

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder, the remuneration of Rs. 1,25,000 (Rupees one lakh twenty five thousand only) to Mr. P.R.Tantri, Cost Accountant, Bengaluru for the year 2014-15 be and is hereby ratified.

Regd. Office Manali Express Highway Manali, Chennai-600 068 4"August 2015 By order of the Board for Tamilnadu Petroproducts Limited R. Deepti *Company Secretary*

Land Mark for the AGM Venue: opposite to Western Entrance of Madras High Court



IMPORTANT NOTES:

- The Register of Members and the Share Transfer books of the Company will remain closed from 14th September 2015 to 22nd September 2015 (both days inclusive) in connection with the AGM.
- 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- 3. A MEMBER ENTITLED TO ATTEND AND VOTE ATTHE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCHA 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.
- 4. 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.
- 5. The details of unpaid dividend relating to the years 2010-11 and 2011-12 as on 12th August 2014, being the date of last AGM is available in the website of the Company www.tnpetro.com
- 6. 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.
- 7. 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.
- 8. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect 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.
- 9. Electronic copy of the Full version of the Annual Report for the year 2014-15 and the notice of the 30th AGM are being sent to all the members whose email 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 is being sent in the permitted mode. These members are requested to register their e-mail ids with the DP/Registrar.
- 10. Full version of the Report and the Notice of the AGM are available in the Company's website viz., www.tnpetro.com. Members desirous of receiving the complete annual report may send a request in writing to the Registrar or the Company and send the same by post/courier or email with a scan copy of the request, duly signed.
- 11. Pursuant to the stipulations in Clause 35B of the Listing Agreement read with Section 108 of the Companies Act 2013, and the relevant Rules, the Company has entered into an arrangement with Central Depository Services 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 furnished in the Annexure to the Notice in Page No. 4 & 5.
- 12. 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 also 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.
- 13. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any information, the shareholders may also send requests to the Registrar.
- 14. All documents referred to in the accompanying Notice and the Explanatory Statement shall 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 Annual General Meeting of the Company.
- 15. 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.
- 16. Due notices have been received under Section 160 of the Companies Act, 2013 with regard to the appointment of directors proposed under item No. 4 & 5.
- 17. 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 the earlier practice of distribution of packed items is being discontinued.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 & 5

At the meeting held on 12th August 2014, Board appointed Mr Kulbir Singh (DIN: 00204829) and Ms. Sashikala Srikanth (DIN: 01678374) as Additional Directors of the Company. In terms of provisions of Section 149 of the Act read with other provisions, Rules, Schedule IV to the Act and the Articles of Association of the Company, these Directors have been appointed by the Board as Independent Directors to hold office for a period of five years from 12th August 2014.

As per Section 150, their appointment is to be approved by the shareholders and hence the same are placed for consideration and approval at the AGM. In terms of the relevant provisions of the Act, Mr Kulbir Singh and Ms. Sashikala Srikanth will not be liable to retirement by rotation.

Both the appointees comply with the criteria for independent directors specified under Section 149(6) of the Act and the Listing Agreement. Considering their qualification, experience, stature and standing, they are qualified to be appointed as the Independent Directors of the Company and their association and guidance will be of great value to the Company.

Brief profiles of the above appointees are given in the enclosed statement and the Board recommends the resolutions for consideration of the Members

Except the respective appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No.4 & 5. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the stock exchanges.

Item No. 6

At the meeting of the Board held on 12 th August 2014, Board appointed Mr. P.R. Tantri, Cost Accountant, Bengaluru, as Cost Auditor for the year 2014-15 on a remuneration of Rs. 1,25,000 as recommended by the Audit Committee of the Company.

As per to 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 shareholders 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 set out at Item No. 6.

By order of the Board for Tamilnadu Petroproducts Limited R. Deepti *Company Secretary*

Chennai-600068 4st August 2015



BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT 30TH AGM

Mr Ashwin C Muthiah, 49 (DIN: 00255679) appointed as a director of the Company on 23rd July 2001 is a graduate in Commerce from University of Madras and MBA from USA. He heads the operations of the business house founded by Dr. M.A. Chidambaram with interests in fertilisers, petrochemicals, trading, shipping and offshore activities. He is the Chairman of Manali Petrochemicals Limited (MPL), Sicagen India Limited (SIL), Southern Petrochemicals Industries Corporation Limited (SPIC). He is a director of Mitsuba Sical India Limited, AMI Holdings Private Limited, Bengal Auto Parts Pvt Ltd, ACM Medical Foundation, ACM Educational Foundation, SPIC Officers and StaffWelfare Foundation and SPIC Group Companies Employees Welfare Foundation. He is the Chairman of Stakeholders' Relationship Committee of MPL and Corporate Social Responsibility Committees of MPL and SIL. Also, he is a member of Nomination and Remuneration Committee of SPIC.

Mr. Kulbir Singh, 68, (DIN: 00204829) holds an Honors degree in Economics from St. Joseph's College, North Point, Darjeeling. He advises various Groups and Corporate on business restructuring in India. He started his career in 1967 with Grindlays Bank and served them for nearly 30 years. He was based in London, Hong Kong and Dubai for more than a decade. While in Dubai, he helped create and co-head the Private Banking Business of Grindlays across six countries in the Gulf, which then grew to become a multi-million dollar activity. Prior to relocating to the Middle East, he was responsible for the Bank's entire corporate banking business of Western India based in Mumbai, overseeing some of the organization's largest client relationships and leading a team of over 200 staff. He is a director in Manali Petrochemicals Limited (MPL), Secure Earth Technologies Limited (SCTL), Persistent Sentinel India Private Limited, Citadel Corporate Services Private Limited and Prem Narain Management Consultants Private Limited. He is a member of Audit Committee in MPL and SETL. He is the Chairman of Nomination and Remuneration Committee of MPL.

Ms. Sashikala Srikanth, 59, (DIN: 01678374) 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. Shewasassociated with AFFerguson and Co., Chartered Accountants, Chennai from 1987 to 1995 where she had also done her internship during 1984-87. 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) and in Trust Properties Development Co Private Limited. She is the Chairperson of Audit Committee of GFL & Risk Management Committees of MVL and MPL. She is also a member of Audit Committee in EEL, MVL and SPIC and Nomination and Remuneration Committees of GFL, MVL, EEL and Corporate Social Responsibility Committee in GFL.

None of the above appointees hold any shares in the Company nor have any relationship with other directors and Key Managerial Personnel of the Company. The details of meetings attended are furnished in the Corporate Governance Report (CGR).

INSTRUCTIONS FOR EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS

- (i) The voting period begins on 18th September 2015 at 9.00 AM and ends on 21st September 2015 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 15th September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date electronically 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.
- (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 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 PhysicalForm					
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * 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.					
	* 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 Petroproducts 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 ademat 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) Note for Non Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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.
 - Ascanned 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.
- (xx) 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

- As per Section 88 of the Companies Act, 2013 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 and the notices and other communication to the shareholders in electronic form. As per Rule 18 of the Companies (Management & Administration) Rules, 2014 the company is permitted to send the notice of the meetings in electronic form and 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 appended. Members holding shares in demat form may kindly furnish their details to their Depository Participant.

The information may be filled in the below form and sent to the Registrar and Share Transfer Agents:



Cameo Corporate Services Limited, Unit: Tamilnadu Petroproducts Limited

Subramanian Building

1 Club House Road, Chennai 600 002 E-mail:investor@cameoindia.com

Dear Sirs,

As requested by you I am furnishing the additional particulars relating to my holding in the above Company, which may kindly be registered.

Name of the Sole/First Holder	
Folio No.	
E-mail id	
PAN	
CIN/UIN	

I also hereby register for receipt of communication including notices and annual reports by e-mail to the above e-mail address

Thanking you

Yours faithfully

Place:

Date: Signature



Tamilnadu Petroproducts Limited CIN: L23200TN1984PLC010931

ATTENDANCE SLIP

Regd. Office & Factory: Manali Express Highway, Manali, Chennai - 600 068. Ph: 25941350/25940761 E-mail: secy-legal@tnpetro.com

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 at	ttending Member(s)	:		Folio/DP ID-Client ID No. :			
No. of Shares I	held	:					
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Tamilnadu Petroproducts Limited

Regd.Office&Factory:ManaliExpressHighway, Manali,Chennai-600068.
CIN: L23200TN1984PLC010931, Website:www.tnpetro.com
E-mail:secy-legal@tnpetro.com, Telefax: 25940761