

NOTICE FOR THE THIRTY SIXTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting (AGM) of the Company will be held at 2.00 PM on Wednesday, the 15th September, 2021, through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”) 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 2021 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 2021 and the Reports of Directors, Auditors and Secretarial Auditor thereon are 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 INR 2.50 per equity share on 8,99,71,474 Equity Shares of Rs.10/- each, absorbing INR 22,49,28,685 (Rupees Twenty Two Crore Forty Nine lakh Twenty Eight Thousand Six Hundred and Eighty Five only), subject to rounding off, is declared out of the profits for the year ended 31st March 2021 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 15th September 2021 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 4th September 2021.
3. **To appoint a Director in the place of Mr. KT Vijayagopal (DIN 02341353), who retires by rotation and being eligible offers himself for re-appointment, by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Mr. KT Vijayagopal (DIN 02341353), a Director retiring by rotation being eligible and offering for re-election, is re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

4. **To appoint 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, 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.

5. **To appoint Mr. Pankaj Kumar Bansal, IAS, (DIN 05197128) 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, the Rules made thereunder and the Articles of Association of the Company, Mr. Pankaj Kumar Bansal, IAS, (DIN 05197128) is appointed as a Director of the Company, liable to retire by rotation.



6. **To appoint Ms. R. Bhuvaneswari, (DIN 06360681) 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, the Rules made thereunder and the Articles of Association of the Company, Ms. R. Bhuvaneswari, (DIN 06360681) is appointed as a Director of the Company, liable to retire by rotation.

7. **To ratify the remuneration to the Cost Auditors for the year 2020-21 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 INR 2,50,000/- (Rupees Two Lakh and Fifty Thousand only) to M. Krishnaswamy & Associates., Cost Accountants, Chennai for the year 2020-21 is ratified.

8. **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 transactions with Manali Petrochemicals Limited during the year 2021-22 for purchase and sale of goods and services and other transactions for aggregate value upto INR 325 crore (Rupees three hundred twenty five crore) plus applicable taxes.

RESOLVED FURTHER THAT in partial modification of the resolution passed at the 35th Annual General Meeting held on 09th September 2020, pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, transactions with Manali Petrochemicals Limited during the year 2020-21 for purchase and sale of goods and services and other transactions for aggregate value of ₹ 188.71 crore (Rupees one hundred eighty-eight crore and seventy one lakh only) including applicable taxes are approved.

Regd.Office:

Manali Express Highway
Manali,
Chennai-600 068
9th August 2021

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

Meenakshi Jayaraman
Company Secretary

IMPORTANT NOTES:

Statutory information:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 6th September 2021 to 15th September 2021 (both days inclusive) in connection with the Annual General Meeting (AGM) & payment of dividend.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), and disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations) setting out details relating to Special Business of the meeting is annexed hereto.
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 re-appointment.

Meeting through Video Conferencing/Other Audio Visual Means (OAVM):

4. Pursuant to the General Circular No. 20/2020 dated 5th May 2020 read with General Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, and 02/2021 dated 13th January 2021, the Meeting will be held through Video Conferencing/ Other Audio Visual Means.
5. In terms of the above Circulars, there is no provision for appointment of proxies for the meeting. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of bodies corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. For participating in the meeting through the VC/OAVM please see instructions in page 13.
7. Members desirous of speaking at the meeting may register through the web portal of the Registrar & Transfer Agent M/s Cameo Corporate Services Limited through the following web-link: <https://Investors.cameoindia.com>
8. The above facility for participant registration will be open from 9:00 AM on 7th September 2021 to 5:00 PM on 11th September 2021. It may please be noted that there will be no option for spot registration or through other means and only those shareholders who have registered through the above process will be able to speak at the meeting.
9. Members who do not wish to speak during the AGM but have queries may send their queries on or before 11th September 2021, mentioning their name, demat account number/folio number, E-mail id, mobile number at secy-legal@tnpetro.com. These queries will be replied to by the company suitably by email.

Despatch of Annual Report and Notice of the meeting:

10. Electronic copy of the Annual Report for the year 2020-21 and the Notice of the 36th AGM are being sent to the Members whose E-mail IDs are registered with the Company and for persons holding shares in demat form as per the information provided by the Depositories. Members may note that pursuant to the aforesaid Circulars there is no facility for providing printed copies of the Annual Reports.
11. Annual Report and the Notice of the AGM are available in the Company's website viz., <https://tnpetro.com/>. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

Facility for Remote E-voting and Voting during the meeting:

12. Pursuant to Regulation 44 of the Regulations read with Section 108 of the Act 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 furnished in Page No 10.
13. *A person who has participated in e-voting is not debarred from participating in the meeting though he/she shall not be able to vote at the meeting again and his/her earlier vote cast electronically shall be treated as final. However, as per Rule 20 of the Companies (Management & Administration) Rules, 2014, facility for voting will also be made available at the meeting and Members who have not cast their vote by e-voting shall be able to exercise their right at the meeting, which would also be through electronic means.*

Payment of dividend and withholding tax thereon:

14. The dividend for the year 2020-21 upon declaration at the AGM, would be paid on 11th October 2021, as below:
 - a. In respect of shares held in physical form to those Members whose names appear on the Register of Members on 15th September 2021 and
 - b. In respect of shares held in electronic form, to those Members whose names appear in the list of beneficial owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Depositories, as at the end of business hours on 4th September 2021.
15. Dividend is taxable in the hands of the recipient from 1st April 2020. The Company is required to deduct tax at source from dividend. Accordingly, dividend would be paid net of TDS @20% if the Member has not provided his/her valid PAN and @ 10% in other cases.
16. Tax Deduction would be PAN based and so in the case of multiple holding by the same first named person, dividend amount would be aggregated for determining the TDS rate.
17. If the Member
 - (a) is a resident individual and the amount of dividend does not exceed INR 5,000 or furnishes a declaration in Form 15G/15H, no tax deduction will be made.
 - (b) Is a Non-Resident or Foreign Institutional Investor or a Foreign Portfolio Investor, tax deduction would be @ 20%.
 - (c) Is other than (a) or (b) above, TDS would be made irrespective of the amount @ 10% or as the case maybe 20%, in the absence of a valid PAN.
 - (d) In addition to the above surcharge and cess as applicable will be deducted.
 - (e) Resident shareholders may also submit certificate under Section 197 of the Income Tax Act, 1961, issued by the concerned authority for no or lower deduction of tax.
 - (f) Non Resident Shareholders, including foreign companies and institutional investors like FII, FPIs, etc. if eligible can avail lower withholding taxes under the Double Taxation Avoidance Agreements by submitting the necessary documents such as Tax Residency Certificate, Form 10F and other declarations specified in the relevant rules.
18. The aforesaid forms and declarations may be provided through the Web-portal of the RTA <https://investors.cameoindia.com>. It may please be noted that physical copies of the Forms will not be acceptable and so Members may provide the declaration only electronically. The facility for providing the declaration for Dividend 2020-21 will not be available after 22nd September, 2021 5:00 PM.

19. 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 request for deletion or change of such bank details.
20. Members may provide their bank account details through the Web-portal of the RTA <https://Investors.cameoindia.com>. Information provided after 22nd September 2021 may not be considered by the RTA and warrants will be sent. There may be delays in receipt of the warrants by the shareholders, depending on the situation prevailing at the time of processing and payment of dividend.

Unpaid/Unclaimed Dividend:

21. As per Section 125 of the Act the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company was not required to transfer any unpaid and unclaimed dividend amount during the year.
22. The details of unpaid dividend relating to the years 2017-18 to 2018-19 as on 09th September 2020, being the date of the last AGM is available in the website of the Company <https://tnpetro.com/>. The updated details of unpaid dividend as on the date of the ensuing AGM relating to the years 2017-18 to 2019-20 will be uploaded on the Website of the Company in due course.
23. Shareholders who are yet to encash their dividend warrants relating to earlier years are requested to contact the Company or Cameo Corporate Services Limited, the Registrar at an early date and lodge their claims.
24. As per the extant law, the shareholders are entitled to claim the unpaid dividends transferred to the IEPF for which they are required to submit the request online in Form IEPF-5. The procedure for making the claims is available in the websites of the Company and also the IEPF.

General:

25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as 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 verified.
26. The Securities and Exchange Board of India (SEBI) has mandated 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 are requested to submit their PAN details to the RTA through the web-link: <https://Investors.cameoindia.com>
27. SEBI vide Circular dated 20-04-2018 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 those shareholders whose PAN and Bank account details were not available with the Company followed by two reminders. In spite of this many shareholders have not come forward to provide the information. Such shareholders are requested to provide the information at the earliest to the Company/RTA. As per the Circular the shareholders who have not furnished the information have been placed under “enhanced watch” and so their requests will be processed subject to enhanced due diligence.
28. Pursuant to proviso to Regulation 40 (1) of the Listing Regulations, effective from 1st April 2019 transfer of securities other than transmission or transposition of names are not to be processed by the Company in physical form. So, shareholders desirous of transferring their shares are requested to dematerialize their holdings.



29. 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.
30. The documents and information to be made available for inspection by the Members during the AGM will be provided electronically through the e-voting facility of CDSL.

GUIDANCE TO SHAREHOLDERS FOR REMOTE E-VOTING

1. The voting period begins at 9:00 AM on 12-09-2021 and ends on 14-09-2021 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 of 08-09-2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled for venue voting.
3. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.
4. Pursuant to abovesaid SEBI Circular, Login process for e-Voting and joining virtual meetings for individual shareholders holding securities in Demat mode are given below:

A. Shareholders holding securities with CDSL

- i. If you have opted for CDSL Easi / Easiest facility, you can login using your existing user id and password. The URL to login to Easi / Easiest is <https://web.cdslindia.com/myeasi/home/login>. Alternatively, you can visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- ii. After successful login, you will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the respective company. On clicking the e-Voting option, you will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & do voting during the meeting.
- iii. Links are also provided to access the system of all the e-Voting Service Providers viz., CDSL/ NSDL/KARVY/LINKINTIME, so that you can visit the e-Voting service providers' website directly.
- iv. If you are not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- v. Alternatively, you may directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on the link: <https://evoting.cdslindia.com/Evoting/EvotingLogin>
- vi. The system will authenticate your credentials by sending OTP on the registered Mobile & Email as recorded in the Demat Account.
- vii. After successful authentication, you will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

B. Shareholders holding securities with NSDL

- i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of

NSDL. Open web browser by typing the following URL: <https://eservices.nSDL.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> by selecting “Register Online for IDeAS” Portal or clicking the below link: <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

- ii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

C. Login through their Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

- D. If you are unable to retrieve User ID/ Password please use Forget User ID and Forget Password option available at abovementioned websites and follow the instructions for resetting the information.

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

- Members holding demat account with CDSL and facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact 022- 23058738/23058542-43.
- Members holding demat account with NSDL and facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

5. Login method for e-Voting and joining virtual meetings for shareholders, holding shares in physical mode and shareholders other than individual holding in Demat form is as below:

- i. Log on to the e-voting website www.evotingindia.com.
- ii. Click on “Shareholders” module.
- iii. 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. Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

For Shareholders 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">• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is available in the e-mail forwarding the Annual Report.
Dividend Bank Details	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.
OR Date of Birth (DOB)	<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 as mentioned in instruction (v).

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for Tamilnadu Petroproducts Limited
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. 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.
- xvii. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can

be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

6. For the attention of Non – Individual Shareholders and Custodians – applicable only for remote e-voting and not for attending the AGM or voting thereat
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer bchandraassociates@gmail.com or to the Company at the email address viz; secy-legal@tnpetro.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE RTA OR DEPOSITORIES MAY USE THE WEBLINK OF THE RTA <https://investors.cameoindia.com> AND FOLLOW THE INSTRUCTIONS THEREIN. In case of any difficulty please contact the RTA. Upon registration of the E-mail ID as above, the RTA will provide the login credentials for the e-voting when the notice of the AGM is sent based on the registration.

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

1. As mentioned earlier, the AGM will be held through Video Conferencing/Other Audio Visual Means (OAVM).
2. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
3. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
4. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. In other words, the window for joining the meeting would be available from 1:45 PM to 2:15 PM on the AGM day.
5. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This shall not apply to Shareholders holding 2% or more shares and other categories of persons mentioned in the relevant Circular.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. There is no provision for spot registration or through other modes to speak at the meeting. Please refer to Sl. No. 7 of the Important Notes in page No. 7 to register for speaking at the meeting.
10. Shareholders are requested not to permit any other person to use their log-in credentials, as it would be a violation of the provisions of the Companies Act, 2013 and the Rules made there under.

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

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

FOR THE ATTENTION OF NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- Non-Individual shareholders who have voted from the tab for individuals or not submitted the relevant documents in the CDSL E-voting system are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote by email, to the Scrutinizers bchandraassociates@gmail.com or to the Company at secy-legal@tncpetro.com.

CONTACT FOR FURTHER INFORMATION

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO NOTICE

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

Item No. 4, 5 & 6

Mr. N. Muruganandam, IAS, (DIN 00540135) Principal Secretary to the Government, Industries Department. **Mr. Pankaj Kumar Bansal, IAS, (DIN 05197128)** Chairman and Managing Director of Tamilnadu Industrial Development Corporation Limited (TIDCO) and **Ms. R. Bhuvanewari, (DIN 06360681)**, General Manager of TIDCO all being nominees of TIDCO were appointed as Additional Directors of the Company at the Board Meeting held on 9th August 2021 and pursuant to Section 161 of the Companies Act, 2013 (the Act) they hold office till the ensuing AGM.

Proposals have been received from TIDCO for their appointment 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. Brief profiles of the appointees are given in the enclosure.

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

Except the respective 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. 7

At the Board Meeting held on 4th August 2020, M. Krishnaswamy & Co., Cost Accountants, Chennai has been appointed as the Cost Auditor of the Company for the year 2020-2021 on a remuneration of INR 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.

The Board recommends the resolution for approval of the Members as an ordinary resolution.

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

Item No. 8

The Company has been having transactions with Manali Petrochemicals Limited (MPL) for more than 3 decades for purchase/sale of various goods/services. MPL is a major customer of TPL for its products such as Propylene Oxide, Chlorine, etc. and at times TPL also purchases materials from MPL.

TPL and MPL are not related parties under the provisions of the Act. MPL has been identified as a Related Party of the Company under the IndAS- 24 and so the requirements relating to transactions with Related



Parties are being complied with. The transactions with MPL have always been in the ordinary course of business at arms' length and so they are not covered under S. 188 of the Act. However, the stipulations in the Listing Regulations are attracted.

Pursuant to Regulation 23 (4) all material related party transactions shall require approval of the shareholders through resolution. In terms of the Policy of the Company read with the said Regulations the transactions would be deemed material if they are more than 10% of the consolidated turnover of the Company in the preceding year. In this connection, it has been estimated that the transactions with MPL during the financial year 2021-22 would exceed the aforesaid limits.

Members at the last AGM approved the transactions with MPL during FY 2020-21 upto Rs. 150 crore plus applicable taxes. However due to change in market conditions post pandemic induced lockdowns, which had not been anticipated, the total value of transactions exceeded the above amount, on account of higher volumes and rates. Also, in order to ensure optimum cost some of the input materials for the PO operations procured by MPL and supplied to TPL resulting in higher value of transactions.

As required under Regulation 23 of the Regulations, prior approval of the Audit Committee was obtained for additional transactions during FY 2020-21 and also for the transactions during FY 2021-22.

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

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 in any way interested in the aforementioned proposal.

Regd.Office:

Manali Express Highway
Manali,
Chennai-600 068
9th August 2021

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

Meenakshi Jayaraman
Company Secretary

INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED AT THE 36TH AGM.

Items 3 to 6 of the Notice

Brief Profiles of the proposed appointees

Mr. KT Vijayagopal

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 has been 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.

Mr. N Muruganandam, IAS

Mr. N. Muruganandam IAS [DIN: 00540135], 53, is an Engineering graduate and an M.B.A. from IIM-Ahmedabad. A 1991 batch IAS officer he has held many key positions in various departments in the Government of Tamil Nadu and Government of India.

At present Mr. N. Muruganandam is the Principal Secretary, Industries Department, Government of Tamilnadu. During his career spanning more than 25 years, he has held key positions such as Collector,

Coimbatore, Karur and Chennai Districts and as Managing Director of Poompuhar Shipping Corporation. He served the Government of India as Joint Secretary in the departments of Ports and Rural Development. He was also the Project Director of World Bank funded poverty alleviation programme Pudhu Vaazhvu. He was the Principal Resident Commissioner of Tamilnadu House in New Delhi, prior to taking over as Industries Secretary, GoTN.

Presently, Mr. Muruganandam is the Chairman of State Industries Promotion Corporation of Tamilnadu Limited, Tidel Park Limited, Tamilnadu Minerals Limited, Titan Company Limited, Tamilnadu Cements Corporation Limited and Director of Tamilnadu Industrial Development Corporation Limited, Tamilnadu Generation And Distribution Corporation Limited, Tamilnadu Newsprint & Papers Limited, IIT Madras Research Park, Tamilnadu Trade Promotion Organisation and Tamilnadu Startup and Innovation Mission. He has been nominated as Director of Tamilnadu Industrial Investment Corporation Limited.

Mr. Muruganandam was a Director of TPL from 25th March 2019 to 19th March 2020.

Mr. Pankaj Kumar Bansal, IAS

Mr. Pankaj Kumar Bansal, IAS, [DIN: 05197128], 51, is a B Tech in Mechanical Engineering from IIT Varanasi and M Tech in Thermal Engineering from IIT Delhi. A 1997 batch IAS Officer of Tamil Nadu Cadre he has held many key positions in various departments in the Government of Tamil Nadu. He was Collector of Thiruvallur, Dharmapuri and Sivagangai districts, Project Director in implementation of various projects funded by, the World Bank, Japan International Cooperation Agency, Asian Development Bank and DANIDA in the field of Metrorail, power, health, drinking water and sanitation. His expertise lies in monitoring and implementation of large Infrastructure Projects. His previous positions include Director of Town and Country Planning, Mission Director of National Rural Health Mission, Managing Director of Chennai Metro Rail Limited, Principal Secretary/Commissioner of Land Administration and Chairman and Managing Director of TNEB Limited/ Tamil Nadu Generation and Distribution Corporation Limited.

Presently, Mr. Pankaj Kumar Bansal is the Chairman and Managing Director of Tamilnadu Industrial Development Corporation Limited (TIDCO) and Chairman & Director of TIDEL Park Coimbatore Limited and Director of State Industries Promotion Corporation of Tamilnadu Limited. Titan Company Limited, Electronics Corporation of Tamilnadu Limited, Ascendas IT Park (Chennai) Limited and Tamilnadu Trade Promotion Organisation.

He has been nominated as Director of TIDEL Park Limited, HLL Medi Park Limited, CBIC Ponneri Industrial Township Limited and Marine Infrastructure Developers Private Limited.

Ms. R. Bhuvanewari

Ms. R. Bhuvanewari, [DIN: 06360681], 46, is a Mechanical Engineer and has 20 years of experience in various fields covering Academic, Transport, Industrial Promotion, Project Management etc.

Presently, Ms. Bhuvanewari is the General Manager of Tamilnadu Industrial Development Corporation Ltd. (TIDCO) which is a premier Industrial Development Agency of Government of Tamil Nadu. She is handling project implementation work which involves preparation of conceptual reports, preliminary feasibility reports, identification of locations & sites for establishing projects and interacting with Consultants, JV partners, Financial Institutions, Statutory Authorities, Government Departments to carry forward the project activities.

In her 10 year of service in TIDCO, she has worked in various projects including development of Aerospace Park and Aero Hub (Technology center) for Aerospace and Defence Industries, Special Economic Zone, Industrial Parks, Solar Parks and Solar Power Plant. Presently she is handling Industrial Corridor projects, Greenfield Airport and Fintech city projects.

She is also a Director of Chennai Aerospace Park Ltd.

None of the above directors hold any shares in the Company except Mr. KT Vijayagopal who holds 200 equity shares and none of the appointees are related to any of the directors of the Company.