



## Tamilnadu Petroproducts Limited

Registered Office & Factory: Manali Express Highway, Manali, Chennai - 600 068

CIN: L23200TN1984PLC010931

Website: [www.tnpetro.com](http://www.tnpetro.com); e-mail: [secy-legal@tnpetro.com](mailto:secy-legal@tnpetro.com);

### NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") for obtaining the consent of the Members through Postal Ballot for the following proposals as Special Business:

#### Ordinary Resolutions:

1. Appointment of Mr. S Senthil Kumar (DIN: 00131558) as a Director of the Company under Section 152 of the Act.
2. Appointment of Mr. Sandeep Nanduri, IAS (DIN: 07511216) as a Director of the Company under Section 152 of the Act.
3. Appointment of Mr. V Arun Roy, IAS (DIN: 01726117) as a Director of the Company under Section 152 of the Act.

The Resolutions to be passed for the aforesaid proposals, together with the Explanatory Statement pursuant to Section 102(1) of the Act, the information required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The Listing Regulations") and Secretarial Standard - 2 (SS-2) are appended.

By Order of the Board  
For Tamilnadu Petroproducts Limited

Place : Chennai  
Date : November 17, 2023

Sangeetha Sekar  
Company Secretary

#### Important Notes:

1. This Notice is being sent only in electronic form, in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular No: 09/2023 dated 25<sup>th</sup> September 2023, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, 24<sup>th</sup> November 2023 and who have registered their email id with the Company / Depository Participants.
2. The Notice has also been placed on the Company's website viz., [www.tnpetro.com](http://www.tnpetro.com) and CDSL website viz., <https://www.evotingindia.com/> for use by the Members.
3. The Postal Ballot facility through e-Voting is being provided to the Members in accordance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") thereunder and Regulation 44 of the Listing Regulations read with the relevant Circulars.
4. The Company has engaged the services of CDSL to provide e-Voting facility, enabling the Members to cast their votes electronically in a secure manner.
5. Detailed guidance for participating in the Postal Ballot through e-Voting is appended to this Notice.
6. The e-Voting will commence on Wednesday, 29<sup>th</sup> November 2023 at (9:00 AM) IST and end on Thursday, 28<sup>th</sup> December 2023 at (5:00 PM) IST.

7. In terms of the resolution passed by the Board of Directors on 17<sup>th</sup> November 2023, pursuant to Rule 22(5) of the Rules, M/s. B Chandra & Associates, Practising Company Secretaries, Chennai, have been appointed as the Scrutinizer, for conducting the voting by Postal Ballot through electronic means in a fair and transparent manner.
8. After completion of the scrutiny of voting, the Scrutinizer will submit their report on the results to the Whole-time Directors of the Company or any person authorized by them. The results will be announced by the Whole-time Directors of the Company, on or before Monday, 1<sup>st</sup> January 2024 by placing it along with the Scrutinizer's Report on the Company's website [www.tnpetro.com](http://www.tnpetro.com), the website of the Agency (CDSL) and communicated to the Stock Exchanges as required under the relevant law.
9. The last date of voting, i.e., Thursday, 28<sup>th</sup> December 2023 will be taken to be the date of passing of the resolutions in this Notice.
10. Members requiring any clarification may contact the Company Secretary & Compliance officer at the registered office of the Company at the address given above or through e-mail viz., [secy-legal@tnpetro.com](mailto:secy-legal@tnpetro.com).
11. Grievances, if any, connected with e-Voting may be address to Mr Rakesh Dalvi, Sr. Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mills Compound, N M Joshi Marg, Lowel Parel (East), Mumbai – 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on Toll Free No.: 1800 22 55 33
12. Non-Individual Members shall make sure that the Power of Attorney or as the case may be certified copy of the Board Resolution to exercise the voting on behalf of the entity has been duly registered or provided to the Scrutinizer through e-mail: [bchandraassociates@gmail.com](mailto:bchandraassociates@gmail.com).

---

## RESOLUTIONS

### 1. **Appointment of Mr. S Senthil Kumar [DIN: 00131558] as a Director of the Company**

To consider and if thought fit, to give assent/dissent to the following as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, 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. S Senthil Kumar [DIN: 00131558] who was appointed as an Additional Director of the Company by the Board effective November 2, 2023 under Section 161 of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

### 2. **Appointment of Mr. Sandeep Nanduri, IAS [DIN: 07511216] as a Director of the Company**

To consider and if thought fit, to give assent/dissent to the following as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, 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. Sandeep Nanduri, IAS [DIN: 07511216] who was appointed as an Additional Director of the Company by the Board effective November 2, 2023 under Section 161 of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

### 3. **Appointment of Mr. V Arun Roy, IAS [DIN: 01726117] as a Director of the Company**

To consider and if thought fit, to give assent/dissent to the following as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, 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. V Arun Roy, IAS [DIN: 01726117] who was appointed as an Additional Director of the Company by the Board effective November 17, 2023 under Section 161 of the Act, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item no. 1, 2 and 3:

In accordance with the provisions of Section 160 of the Act, the Company had received a proposal from TIDCO nominating the candidature of Mr. V Arun Roy, IAS [DIN: 01726117] Secretary, Industries Investment Promotion and Commerce Department, Mr. Sandeep Nanduri [DIN: 07511216], Managing Director, TIDCO and Mr. S Senthil Kumar [DIN 00131558], Chief General Manager - TIDCO as Directors of the Company. In terms of the Promoters Agreement entered between SPIC and TIDCO, both the Parties have the right to nominate three directors on the Board of the Company. Being qualified, the appointment of Mr. V Arun Roy, Mr. Sandeep Nanduri and Mr. S Senthil Kumar were recommended by the Nomination and Remuneration Committee. Based on recommendations of the Committee, Mr. Sandeep Nanduri and Mr. S Senthil Kumar were appointed as Additional Directors of the Company by the Board at the meeting held on 2<sup>nd</sup> November 2023 and Mr. V Arun Roy was appointed as an Additional Director and Chairman of the Board through a Circular Resolution passed by the Board on November 17, 2023 and they hold office till the ensuing Annual General Meeting. As per Regulation 17(1C) of the Listing Regulations, the approval of the Members for appointment of a person on the Board of Directors shall be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board recommends the appointment of Mr. Sandeep Nanduri & Mr. Senthil Kumar as Directors, liable to retire by rotation and Mr. Arun Roy as a Director, not liable to retire by rotation by way of Ordinary Resolutions.

As the proposals were received and recommended by the Nomination and Remuneration Committee under section 160 of the Act, the requirement of deposit of ₹ 1 Lakh shall not apply.

Except Mr. Sandeep Nanduri, Mr. Senthil Kumar and Mr. Arun Roy who are interested in their respective appointment, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the aforesaid proposal.

### DISCLOSURE PURSUANT TO LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of the Director	Mr. S Senthil Kumar	Mr. Sandeep Nanduri, IAS	Mr. V Arun Roy, IAS
DIN	00131558	07511216	01726117
Date of Birth	27 <sup>th</sup> July 1968	31 <sup>st</sup> May 1982	11 <sup>th</sup> March 1979
Qualifications	BE, MBA	BE (ECE), MBA (IIM Bangalore)	B.A., LLB (Hons)
Experience and Expertise in specific functional area and Date of first appointment on the Board	Mr. S Senthil Kumar is a Mechanical Engineer with 34 years of experience in various fields covering Academic, Transport, Industrial Promotion, Project Management etc. At present, he is working as Chief General Manager (Projects) in TIDCO, which is a premier Industrial Development Agency of Government of Tamilnadu.	Mr. Sandeep Nanduri is a 2009 batch IAS Officer and has held many key positions in various departments in the Government of Tamil Nadu in his 13 years of public service. At present, he serves as Managing Director, Tamil Nadu Industrial Development Corporation Limited (TIDCO).	Mr. V Arun Roy is a 2003 batch IAS Officer who has held many key positions in various departments in the Government of Tamil Nadu.  At present, he is serving as the Secretary to the Government Industries, Investment Promotion and Commerce Department.
Terms and conditions of appointment or re- appointment along with details of remuneration sought to be paid	Director nominated by TIDCO, Promoter of the Company, proposed for appointment as director liable to retire by rotation.  Remuneration: Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013.	Director nominated by TIDCO, Promoter of the Company, proposed for appointment as director liable to retire by rotation.  Remuneration: Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013.	Director nominated by TIDCO, Promoter of the Company, proposed for appointment as director not liable to retire by rotation.  Remuneration: Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013.

Name of the Director	Mr. S Senthil Kumar	Mr. Sandeep Nanduri, IAS	Mr. V Arun Roy, IAS
<b>Membership / Chairmanship of Committees of the Board of Directors of the Company</b>	Member of i) Audit Committee ii) Stakeholders Relationship Committee iii) Risk Management Committee iv) Nomination and Remuneration Committee v) Corporate Social Responsibility Committee	Nil	Nil
<b>Number of Meetings of the Board attended during the year</b>	Not Applicable	Not Applicable	Not Applicable
<b>Other Directorships and Membership / Chairmanship of Committees of other Boards</b> (Only Audit /Stakeholders Relationship Committee are considered)	<b>A. Other Directorship (Listed Entities): NIL</b> <b>B. Member / Chairperson of Committee of other Boards: NIL</b>	<b>A. Other Directorship (Listed Entities)</b> i) Southern Petrochemical Industries Corporation Ltd ii) Titan Company Limited <b>B. Member / Chairperson of Committee of other Boards: NIL</b>	<b>A. Other Directorship (Listed Entities)</b> i) Titan Company Limited ii) Tamilnadu Newsprint and Papers Limited <b>B. Member / Chairperson of Committee of other Boards: NIL</b>
<b>Listed entities from which the director has resigned from directorship in the past three years.</b>	Nil	Nil	Nil
<b>No of shares held in the Company (including Beneficial Ownership)</b>	Nil	Nil	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Nil	Nil	Nil

Regd. Office:  
Manali Express Highway  
Manali, Chennai-600 068

Place : Chennai  
Date : November 17, 2023

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

Sangeetha Sekar  
**Company Secretary**

## GUIDANCE TO SHAREHOLDERS FOR POSTAL BALLOT THROUGH E-VOTING

1. The voting period begins on Wednesday, 29<sup>th</sup> November 2023 at (9:00 AM) IST and end on Thursday, 28<sup>th</sup> December 2023 at (5:00 PM) IST. During this period, the shareholders of the Company holding shares either in physical form or dematerialized form, as on the 24<sup>th</sup> November, 2023 (cut-off date) may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
2. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.
3. Pursuant to abovementioned SEBI Circular, login process for e-Voting for individual shareholders holding securities in Demat mode NSDL/CDSL are given below:

### i. Shareholders holding securities with CDSL

- a) If you have opted for CDSL Easi / Easiest facility, you can login using your existing user id and password. The URL to login to Easi / Easiest is <https://web.cdslindia.com/myeasinew/home/login>. Alternatively, you can visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select My Easi New (Token).
- b) After successful login, you will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the respective Company. On clicking the e-Voting option, you will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.
- c) Links are also provided to access the system of all the e-Voting Service Providers, so that you can visit the e-Voting service providers' website directly.
- d) If you are not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>.
- e) Alternatively, you may directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click on the below link: <https://evoting.cdslindia.com/Evoting/EvotingLogin/>. The system will authenticate your credentials by sending OTP on the registered Mobile & email as recorded in the Demat Account. On successful authentication, you will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

### ii. Shareholders holding securities with NSDL

- a) If you are already registered for NSDL IDeAS facility, please visit the link: <https://eservices.nsd.com> and click on "Beneficial Owner" Tab under "Login" which is available under 'IDeAS' section. You will be re-directed to a page, where you have to enter User ID and Password. After successful authentication, you will be logged into the IDeAS portal. Click on "Access to e-Voting" under "Value Added Services" and you will be able to view e-Voting page. Click on the name of the Company or e-Voting service provider i.e. CDSL and you will be re-directed to CDSL website for casting your vote during the remote e-Voting period.
- b) If you are not registered for IDeAS Services, you may register using the link: <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> and follow the process mentioned above; (or)
- c) Open the URL: <https://www.evoting.nsd.com/> and on the home page of e-Voting services, click on "Login" under the 'Shareholder/Member/Creditor' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/ OTP and a Verification Code as shown on the screen. On successful authentication, you will be redirected to NSDL wherein you will be able to see e-Voting page. Click on the name of the Company name or e-Voting service provider i.e. CDSL and you will be redirected to CDSL website for casting your vote during the remote e-Voting period.

### iii. Login through their Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you may click on e-Voting option that appears, which will redirect you to NSDL/CDSL website after successful authentication, wherein you can see e-Voting feature. Click on the name of the Company or e-Voting service provider i.e. CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period.

### iv. Retrieving User Id/Password

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

## 4. Physical Shareholders and Shareholders other than Individuals holding in Demat Form: Login method for e-Voting

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	Enter your PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  - Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is available in the e-mail forwarding the Annual Report.
Dividend Bank Details (or) Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.  - If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on “SUBMIT” tab.

- g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h. For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- i. Click on the EVSN for Tamilnadu Petroproducts Limited
- j. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- o. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- p. You can also cast your vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app for Remote e-Voting on your mobile.
- q. There is also a provision to upload Board Resolution/Power of Attorney, if any uploaded, which will be made available to scrutinizer for verification.

**5. For attention of Non-Individual Shareholders and Custodians: applicable for Remote Voting:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued infavour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer [bchandraassociates@gmail.com](mailto:bchandraassociates@gmail.com) and to the Company at the email address [secy-legal@tnpetro.com](mailto: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/MOBILE NO ARE NOT REGISTERED WITH THE COMPANY, RTA OR DEPOSITORIES**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company/RTA.
2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.