

NOTICE FOR THE THIRTY NINTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, 26th September 2024, at 3.30 PM (IST) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2024 and the reports thereon, if deemed fit, by passing the following as an Ordinary Resolution:**

RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2024 and the report of Directors and Auditors thereon, be and are hereby approved and adopted.

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

RESOLVED THAT pursuant to the recommendation of the Board of Directors, a dividend of ₹ 1.20 per equity share on 8,99,71,474 Equity Shares of ₹10/- each, absorbing ₹ 10,79,65,769 (Rupees Ten Crore Seventy-Nine Lakh Sixty-Five Thousand Seven Hundred and Sixty-Nine only), subject to rounding off, is declared out of the profits of the Company for the year ended 31st March 2024 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 26th September 2024; 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 18th September 2024;

3. **To re-appoint 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 and the Rules made thereunder, and the Articles of Association of the Company, Mr. KT Vijayagopal (DIN: 02341353), a Director retiring by rotation and being eligible has offered for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

4. **To consider and approve the remuneration payable to the Auditors of the Company, by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to Section 142 of the Companies Act, 2013 and based on the recommendations of Audit Committee and Board of Directors of the Company, M/s. RGN Price & Co., Chartered Accountants, Chennai, the Auditors of the Company be paid a remuneration of ₹ 32 Lakh (Rupees Thirty-Two Lakh only) per year, excluding reimbursement of out-of-pocket expenses and taxes as applicable, for the audit of accounts and related services, for the three financial years i.e., from 2024-25 till 2026-27.

SPECIAL BUSINESS:

5. **To ratify the remuneration to the Cost Auditors for the year 2024-25, by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to Section 148(3) of the Companies Act, 2013 and the rules made thereunder, the remuneration of ₹ 1.75 lakh (Rupees One lakh Seventy-Five thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses, to M/s. B Y & Associates, Cost

Accountants, Chennai, appointed by the Board to conduct audit of cost accounting records for the financial year 2024-25 be and is hereby approved and ratified.

6. Prior approval for material related party transactions to be entered during October 2024 to September 2025, by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the prior approval be and is hereby accorded for purchase / sale of goods and services, and other transactions with Manali Petrochemicals Limited for the period from 1st October 2024 to 30th September 2025 for aggregate value upto ₹ 425 Crore (Rupees Four Hundred and Twenty-Five Crore only) plus taxes and duties, as may be applicable.

7. To consider and approve the appointment of Ms. Latha Ramanathan (DIN: 07099052) as an Independent Director of the Company, by passing the following as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Ms. Latha Ramanathan (DIN: 07099052) be and is hereby appointed as Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, the appointment of Ms. Latha Ramanathan (DIN: 07099052) as an Independent Director of the Company, to hold office for the first term of 5 (five) consecutive years effective from 6th August 2024 upto 5th August 2029 be and is hereby approved.

Regd.Office:

Manali Express Highway
Manali, Chennai-600 068
6th August 2024

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

Sangeetha Sekar
Company Secretary

IMPORTANT NOTES:

Statutory information:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 19th September 2024 to 26th September 2024 (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 setting out details relating to Special Business of the meeting is annexed hereto.
3. Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, in respect of the appointment / re-appointment of Director is furnished and form an Integral Part of the Notice.

Meeting through Video Conference:

4. Pursuant to the General Circular No. 10/2022 dated 28th December 2022 read with General Circular Circular No.09/2023, 02/2022 and 20/2020 dated 25th September 2023, 5th May 2022 and 5th May 2020 respectively read with SEBI circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023, the Meeting will be held through Video Conferencing or other Audio-Visual Means.
5. In terms of the above Circulars, as the meeting is convened through Video Conferencing or other Audio-Visual Means, there is no provision for members to appoint a proxy to attend 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 and cast their votes through e-voting facility.
6. For participating in the meeting through the VC, please see the instructions given in page no. 18.
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 which can be accessed through the link: <https://Investors.cameoindia.com>

The aforesaid facility for Speaker registration will be open from 9:00 AM (IST) on Thursday, 19th September 2024 to 5:00 PM (IST) on Saturday, 21st September 2024. It may please be noted that there will be no option for spot registration. **Only those shareholders who have registered through the above process will be able to speak at the meeting.**

8. Members who do not wish to speak during the AGM but have queries may send their queries on or before Friday, 20th September 2024 5.00 PM (IST), mentioning their name, demat account number/ folio number, email id, mobile number to secy-legal@tnpetro.com. Such queries will be responded to, by the Company suitably.

Dispatch of Annual Report and Notice of the meeting:

9. Electronic copy of the Annual Report for the year 2023-24 and the Notice of the 39th AGM are being sent to the Members whose email IDs are registered with the Company and for persons holding shares in demat form as per the information provided by the Depositories. Printed copies will be sent only to those members who have made a specific request with the Company.
10. Annual Report and the Notice of the AGM are available in the Company's website viz., <https://www.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., <https://www.evotingindia.com/> and also on the website of the stock exchanges www.bseindia.com and www.nseindia.com.

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

11. Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") read with Section 108 of the Companies Act 2013, and the relevant Rules, the Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) to facilitate the Members to exercise their voting rights electronically on the Resolutions set forth in the Notice of Annual General Meeting. The detailed process for participating in e-voting is furnished in the Annexure to the Notice in page no. 15.
12. *Members who have cast their votes through remote e-voting may also attend the meeting in electronic mode. However, those members are not entitled to cast their vote again during the meeting. 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 remote 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:

13. **As per SEBI Circular dated March 16, 2023, effective 1st April 2024, the payment of dividend would be made only in electronic mode to physical shareholders who have submitted their valid PAN (PAN linked with Aadhaar) and KYC details viz., contact details, Bank A/c details and specimen signature. If these details are not submitted, shareholders will receive a notification indicating that a dividend payment is due, which will be processed electronically upon receipt of the valid PAN and KYC information.**
14. **As the requirement of issuance of dividend warrant / other payment instruments have been disposed-off, members are requested to update their KYC (including Bank Account details) with their depositories (in case of demat holdings) and with the Company's RTA (in case of physical holdings), to receive the dividend amount into the bank account.**
15. The dividend for the year 2023-24 upon declaration at the AGM, would be paid within the stipulated timeline. No dividend warrants would be issued.
16. Dividend is taxable in the hands of the recipient from 1st April 2020. The Company is required to deduct tax at source at the time of payment of 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.
17. Tax Deduction would be based on PAN and so in the case of multiple holding by the same first named person, dividend amount would be aggregated for determining the TDS rate.
18. 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 such deduction will be made;
 - b) Is a Non-Resident or Foreign Institutional Investor or a Foreign Portfolio Investor, the tax deduction would be @ 20%;
 - c) Is other than (a) or (b) above, TDS would be deducted irrespective of the amount @ 10% or as the case may be 20%, in the absence of a valid PAN;
 - d) In case of holder of securities in physical form, if the PAN is not linked with Aadhaar Number, then the PAN would be treated as Inoperative PAN and dividend would be paid only if the shareholder updates the Valid PAN;
 - e) In case of no PAN/Invalid PAN/Specified Person as defined under Section 206AB of the Income Tax Act, 1961, tax will be deducted at a higher rate as prescribed under Section 206AA or 206AB of the Act, as applicable.

- f) In addition to the above, surcharge and cess as applicable will be deducted;
 - g) 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;
 - h) Non-Resident Shareholders, including foreign companies and institutional investors like FIIs, 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.
19. 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 through electronic mode. The facility for providing the declaration for Dividend 2023-24 will not be available after 27th September 2024 5:00 PM.

Unpaid/Unclaimed Dividend:

- 20. 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.
- 21. The details of unpaid dividend relating to the years 2017-18 to 2021-22 as on 26th September 2023 being the date of the last AGM is available in the website of the Company <https://www.tnpetro.com/investors/unpaid-dividend/>. The updated details of unpaid dividend as on the date of the ensuing AGM relating to the years 2017-18 to 2022-23 will be uploaded on the Website of the Company in due course.
- 22. Shareholders who are yet to encash their dividend warrants are requested to contact the Company or Cameo Corporate Services Limited, the Registrar, at an early date and lodge their claims.
- 23. As per the extant law, the shareholders are entitled to claim the unpaid dividends transferred to IEPF. For which, they are required to submit the request through Form IEPF-5. The procedure for submission of claim is available in the website of the Company and also in IEPF website <https://www.iepf.gov.in/IEPF/refund.html>.

General:

- 24. 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 early as possible. Members are also advised not to leave their demat account(s) inactive. Periodic statement of holdings shall be obtained from the concerned Depository Participant and the holdings shall be verified.
- 25. Pursuant to proviso to Regulation 40(1) of the Listing Regulations, effective 1st April 2019 transfer of securities shall not be processed by the Company in physical form. Therefore, the shareholders desirous of transferring their shares are requested to dematerialize their holdings. Pursuant to Regulation 39 & 40, effective 24th January 2022, subsequent to processing of requests relating to transmission, transposition, issuance of duplicate certificates, the shares shall be issued only in dematerialised form.
- 26. 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 nomination.
- 27. The documents and information to be made available for inspection by the Members during the AGM will be provided electronically through the e-voting platform of CDSL.

28. SEBI vide Circular dated 03-11-2021, 14-12-2021, 16-03-2023 and 10-06-2024 had mandated the Company to disseminate the requirement to furnish valid PAN and KYC details viz., Contact details, Bank account details, Specimen signature by the holders of physical shares, on the website of the Company, and also directly intimate the shareholders about the folios which are incomplete. Accordingly, individual letters were sent to those shareholders whose folios are incomplete. Despite the same, many shareholders have not come forward to submit the information.

Folios wherein any one of the aforesaid information are not available on or after 01-10-2023, the holders of securities under such folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents.

In this connection, notice have been sent to the members, whose folio has incomplete information. Members are requested to furnish the specified documents/information with the RTA, at the earliest.

ANNEXURE TO THE NOTICE

A. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 4

Based on the recommendations of Audit Committee and Board of Directors of the Company, the shareholders at the 37th Annual General Meeting (AGM) held on 29th September 2022 had appointed M/s. RGN Price & Co., Chartered Accountants, Chennai (ICAI Registration No. 002785S) as the Statutory Auditors of the Company to hold office from the conclusion of 37th AGM until the conclusion of 42nd AGM of the Company to be held during the year 2027, and approved the remuneration payable as ₹ 30 lakh per year for the financial year 2022-23 and 2023-24. The Board of Directors at the meeting held on 6th August 2024 had reviewed their performance and considered the proposal for fixing remuneration for the remaining term of 3 financial years, based on the recommendations of the Audit Committee. As per Section 142 of the Act, remuneration to the Auditors of the Company shall be approved by the shareholders in the general meeting. In view of the same, based on the recommendation of Audit Committee, the Board recommends remuneration of ₹ 32 lakh (Rupees Thirty Two Lakh only) per year, excluding reimbursement of out-of-pocket expenses and taxes as applicable, for the audit of accounts and related services to the Auditors for the remaining three financial years i.e. from 2024-25 till 2026-27 as set out in item no. 4 of the Notice for approval of the members.

The Board recommends the resolution for approval of the members as an Ordinary Resolution.

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

Item No. 5

As per Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration to the Cost Auditors as recommended by Audit Committee, and approved by the Board, shall be ratified by the Members. Accordingly, the Board of Directors at the Meeting held on 6th August 2024 had appointed M/s. B Y & Associates, Cost Accountants, Chennai as the Cost Auditors of the Company for the year 2024-25, on a remuneration of ₹ 1.75 lakh (Rupees One lakh Seventy-Five thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses as may be incurred in this connection, as recommended by the Audit Committee. The Board recommends the resolution as set out in item no.5 of the Notice for approval of the members.

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

Item No. 6

The Company has been transacting with Manali Petrochemicals Limited (MPL) for more than 3 decades for the purchase/sale of various goods/services. MPL is a major customer of the Company for its products such as Propylene Oxide, Chlorine, etc., and at times, the Company also purchases materials from MPL. MPL is purchasing Propylene Oxide from TPL since 2017-18 for its derivative plants, which is in addition to the other products/services.

TPL and MPL are not related parties under the provisions of the Companies Act, 2013. However, MPL has been identified as a Related Party of the Company under the Ind As 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 would continue to be so, aligned to the extant market conditions and prevailing terms of sale/purchase. Accordingly, they are not covered under Section 188 of the Act. However, the stipulations in the Listing Regulations are attractive.

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

In terms of the relevant Policy of the Company read with Regulation 23 of the Listing Regulations, the transactions with Related Parties would be deemed material if the value is more than 10% of the consolidated turnover of the Company in the preceding financial year. In this connection, pursuant to Regulation 23(4) of Listing Regulations, prior approval of Members for the material transactions with MPL for the period from 1st October 2023 to 30th September 2024 was obtained at the 38th AGM held on 26th September 2023.

It is estimated that the value of transactions with MPL during the period Oct-2024 to Sept-2025 would amount to ₹ 425 Crore (Rupees Four Hundred and Twenty-Five Crore) (excluding taxes and duties as applicable), which constitute more than 20% of the consolidated turnover of the Company for the financial year 2023-24. Accordingly, the said material related party transaction requires approval of Members.

As required under Regulation 23 of the Listing Regulations, the Audit Committee at the meeting held on 6th August 2024 accorded its prior approval for transactions with MPL during the period from 1st October 2024 to 30th September 2025 upto ₹ 425 Crore plus applicable taxes and duties. In terms of SEBI's Circular dated 22nd November 2021 all the required information, viz., the name of the Party, nature of the relationship, details of the proposed transactions, tenure and justification and all other relevant details were submitted to the Audit Committee for consideration.

In the light of the above, the Board recommends the resolution as set out in item no.6 of the Notice for approval of the members. None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the aforesaid proposal.

Item No. 7

Based on the recommendations of the Nomination and Remuneration Committee considering the skills, experience and expertise, the Board at its Meeting held on 6th August 2024 had approved the appointment of Ms. Latha Ramanathan (DIN: 07099052) as an Additional Director under Section 161 of the Act, and as an Independent Director, not liable to retire by rotation for a period five consecutive years with effect from 6th August 2024 under Section 149 of the Act. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Latha Ramanathan for the office of Director. Details in accordance with Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings are disclosed herein as an annexure to this explanatory statement. Ms. Latha Ramanathan has submitted a declaration to the board that, she meets the criteria of independence as provided under Section 149 of the Act as well as under applicable provisions of the Listing Regulations along with the consent to act as a Director.

In the opinion of the Board, Ms. Latha Ramanathan fulfills the conditions stipulated in the Act and Rules made thereunder and possess requisite skills, experience and expertise required for the role of an Independent Director. Her skills & experience would immensely benefit the Company. The Board recommends the appointment of Ms. Latha Ramanathan as Non-Executive Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years effective from 6th August 2024 upto 5th August 2029 to the Members for approval by way of Special Resolution as set out in the notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Ms. Latha Ramanathan, are concerned or interested, financially or otherwise in the aforesaid proposal.

B. DISCLOSURE PURSUANT TO LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Name of the Director	Latha Ramanathan	KT Vijayagopal
DIN	07099052	02341353
Date of Birth	20 th December 1966	22 nd June 1965
Qualifications	Fellow member of Institute of Chartered Accountants of India	B.Com , Fellow member of Institute of Chartered Accountants of India
Experience and Expertise in specific functional area and Date of first appointment on the Board	<p>Ms. Latha Ramanathan (DIN: 07099052) is a Chartered Accountant with about 34 years of post-qualification experience. Her distinguished career includes nearly two decades with the Big 4 Consulting firms, KPMG, PwC, and Deloitte, where she held Partner (Executive/Senior Director) positions. As a part of these firms' Consulting business vertical, Ms. Latha was heading operations in Urban Infrastructure and Public Finance. She has also served on many internal committees/thematic groups @ India and Global level, particularly focused on women. At present, she is the CEO of Economix Consulting Group (ECG), a niche consulting and analytics firm that she founded in 2015. She also serves on the Boards of Sterling Holiday Resorts Limited and Dr. Agarwal's Eye Hospital Limited as Independent Director.</p> <p>Date of first appointment:- 6th August 2024</p>	<p>Mr. KT Vijayagopal, is a graduate in Commerce and a Fellow member of the Institute of Chartered Accountants of India (ICAI). He has more than 31 years of experience working in industries viz., 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 In addition to the general corporate experience, his commercial acumen combined with people skills is expected to be useful to the Company.</p> <p>Date of first appointment:- 1st February 2016.</p>

Name of the Director	Latha Ramanathan	KT Vijayagopal
Terms and conditions of appointment or re-appointment along with details of remuneration paid or sought to be paid	<p>Appointment as an Independent Director of the Company for a period of 5 consecutive years with effect from 6th August 2024 upto 5th August 2029.</p> <p>Remuneration: Sitting fees / other Remuneration as approved by the Board/ Shareholders within the limits prescribed under the Companies Act, 2013</p>	<p>Re-appointment as a Director liable to retire by rotation.</p> <p>Remuneration: Refer Corporate Governance Report</p>
Membership / Chairmanship of Committees of the Board of Directors of the Company	Chairperson of the Audit Committee	Nil
Number of Meetings of the Board attended during the year	Not Applicable	5 (Five) during FY 2023-24
Other Directorships and Membership / Chairmanship of Committees of other Boards	<p>A. Other Directorship (Listed Entities):</p> <p>Dr. Agarwal's Eye Hospital Limited</p> <p>Manali Petrochemicals Limited</p> <p>(Other than Listed Entity)</p> <p>Sterling Holiday Resorts Limited</p> <p>B. Member (M) / Chairperson of Committee of other Boards:</p> <p>a. Audit Committee: (M)</p> <p>Dr. Agarwal's Eye Hospital Limited</p> <p>b. Corporate Social Responsibility Committee (M)</p> <p>1. Dr. Agarwal's Eye Hospital Limited</p> <p>2. Sterling Holiday Resorts Ltd.</p> <p>c. Nomination & Remuneration Committee (M)</p> <p>Dr. Agarwal's Eye Hospital Limited</p>	<p>A. Other Directorship (Listed Entities):</p> <p>NIL</p> <p>(Other than Listed Entity)</p> <p>TPL Employees Welfare Foundation</p> <p>B. Member / Chairperson of Committee of other Boards:</p> <p>NIL</p>

Name of the Director	Latha Ramanathan	KT Vijayagopal
Listed entities from which the director has resigned from directorship in the past three years.	Nil	Nil
No of shares held in the Company <i>(including Beneficial Ownership)</i>	Nil	200 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Mr. KT Vijayagopal is also Chief Financial Officer of the Company
Justification for appointment as an Independent Director	As given in the explanatory statement	Not Applicable

Regd.Office:

Manali Express Highway,
Manali, Chennai- 600 068
6th August 2024

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

Sangeetha Sekar
Company Secretary

GUIDANCE TO SHAREHOLDERS FOR REMOTE E-VOTING

1. The voting period begins on Friday, 20th September 2024 (9:00 AM IST) and ends on Wednesday, 25th September 2024 (5:00 PM IST). During this period, the shareholders of the Company holding shares either in physical form or dematerialized form, as on the cut-off date being 18-09-2024 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 to vote at the meeting.
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. 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 abovementioned SEBI Circular, login process for e-voting and joining the virtual meeting 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/myeasitoken/Home/Login>. Alternatively, you can visit 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 or join the Virtual meeting & vote during the meeting.
- 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 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.nsdl.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 or join Virtual meeting & vote during the meeting.

- 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 or join Virtual meeting & vote during the meeting.

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 or join Virtual meeting & vote during the meeting.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 0990 11
Individual Shareholders holding securities in Demat mode with NSDL	Members 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.: 022 4886 7000 and 022 2499 7000

5. Physical Shareholders and Shareholders other than Individuals holding in Demat Form: Login method for e-Voting and for attending Virtual Meeting

- Access the link: 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.

- d. If you are holding shares in demat form and had logged on to www.evotingindia.com and participated in any e-voting process of any other Company earlier, then your existing password can be used.
- e. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
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.

- f. 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.

6. For attention of Non-Individual Shareholders and Custodians: applicable for Remote Voting and not for attending the AGM or attending the 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.
- It is mandatory that, 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 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 and to the Company at the email address 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 email id as above, the RTA will provide the login credentials for e-voting along with the notice of the AGM.

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

1. The procedure for attending meeting & e-Voting at the meeting is same as the instructions mentioned above for remote e-Voting.
2. The link for VC 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.
3. Members may join the AGM through VC 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 3:15 PM to 3:45 PM on the AGM Day.**
4. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 shareholders on 'first come first serve' basis. This will not include large shareholders (i.e. shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
5. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. 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.

7. 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.
8. 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 to speak at the meeting.
9. 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 MEETING 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 “Custodian/Corporates” Tab.
- 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 shall 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 Authorised Representative/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 and to the Company at secy-legal@tnpetro.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 toll free no. 1800 21 09911.

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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.