

NOTICE FOR THE FORTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday, 17th September 2025, at 2.00 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 2025 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 2025 and the report of Directors and Auditors thereon, be and are hereby approved and adopted.

2. **To 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 2025 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 17th September 2025; 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 09th September 2025;

3. **To re-appoint Mr. Ashwin C Muthiah (DIN: 00255679), 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. Ashwin C Muthiah (DIN: 00255679), 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 approve the increase in 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 the Audit Committee and Board of Directors of the Company, the remuneration payable to M/s. RGN Price & Co., Chartered Accountants, Chennai, the Auditors of the Company be increased from ₹ 32 lakh (Rupees Thirty-Two lakh only) per annum to ₹ 34 lakh (Rupees Thirty-Four lakh only) per annum, excluding reimbursement of out-of-pocket expenses and taxes as applicable, for the audit of accounts and related services, for the remaining two financial years i.e., 2025-26 and 2026-27.

SPECIAL BUSINESS:

5. To ratify the remuneration to the Cost Auditors for the year 2025-26, 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 payment of remuneration of ₹ 1.75 lakh (Rupees One lakh Seventy-Five thousand only) per annum, 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 an audit of cost accounting records for the financial year 2025-26 be and is hereby approved and ratified.

6. To approve the appointment of M/s. B Chandra & Associates, Practicing Company Secretaries, Chennai as the Secretarial Auditors of the Company, by passing the following as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendations of the Audit Committee and Board of Directors of the Company, M/s. B Chandra & Associates, Practicing Company Secretaries (Firm Registration No. P2017TN065700 and Peer Reviewed Certificate No. 1711/2022) be and is hereby appointed as the Secretarial Auditors of the Company for a term of five consecutive years from FY 2025-26 to 2029-30.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix the remuneration payable to the Secretarial Auditors, based on the recommendations of the Audit Committee, and do all such acts, deeds and things, as may be considered necessary in this regard.

7. Prior approval for material related party transactions to be entered during October 2025 to September 2026, 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 2025 to 30th September 2026 for aggregate value upto ₹ 425 Crore (Rupees Four Hundred and Twenty-Five Crore only) plus taxes and duties, as may be applicable.

8. To approve the payment of remuneration to Non-Executive Directors of the Company for the year 2024-25, by passing the following as a Special Resolution:

RESOLVED THAT

- a. Pursuant to the provisions of Section 197 of the Companies Act, 2013 read with the rules made thereunder, Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and Article 126(c) of Articles of Association of the Company, the approval of members be and is accorded for payment of remuneration to the Non-Executive Directors of the Company for the year 2024-25 as detailed below, subject to deduction of tax as applicable:

Sl. No.	Name	Amount (In ₹)
01	Ms. Mariam Pallavi Baldev, IAS*	2,00,000
02	Mr. Ashwin C Muthiah	5,00,000
03	Mr. Dhananjay N Mungale [%]	1,00,000
04	Ms. Sashikala Srikanth [%]	2,00,000
05	Mr. G D Sharma	5,00,000

Sl. No.	Name	Amount (In ₹)
06	Dr. N Sundaradevan, IAS (Retd.)	5,00,000
07	Mr. Debendranath Sarangi, IAS (Retd.)	5,00,000
08	Lt. Col. (Retd.) C S Shankar	5,00,000
09	Ms. Rita Chandrasekar	4,00,000
10	Ms. Latha Ramanathan	3,00,000
11	Mr. Sandeep Nanduri*	2,00,000
12	Mr. S Senthil Kumar*	5,00,000
13	Mr. Manish Nagpal	1,00,000
	Total remuneration	45,00,000

* Remuneration to Directors nominated by TIDCO would be paid to TIDCO directly;

% Mr. Dhananjay N Mungale and Ms. Sashikala Srikanth ceased to be the Independent Directors of the Company consequent to the completion of second term of appointment.

- b. The Board of Directors of the Company be and is hereby authorized to take necessary actions as may be required to give effect to the aforesaid approval, which shall include the power to settle all or any matter, issue or question arising out of or in relation to or incidental to the aforesaid proposal and to do all other acts, deeds, matters and things as, the Board in its absolute discretion and as may be necessary, expedient or desirable in this regard;

Regd. Office:

Manali Express Highway
Manali, Chennai-600 068
August 12, 2025

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 10th September 2025 to 17th September 2025 (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. 17/2020 dated April 13, 2020, No. 20/2020 dated 5th May 2020 and 09/2024 dated 19th September 2024 read with SEBI circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03.10.2024, 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. 20.**
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 Tuesday, 9th September 2025 to 5:00 PM (IST) on Thursday, 11th September 2025. 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 Wednesday, 10th September 2025 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 2024-25 and the Notice of the 40th AGM are being sent to the Members whose email IDs are registered with the Company / NSDL / CDSL.
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 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.17.
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-of, the members are requested to update their KYC (including Bank Account details) with their depositories (in case of demat holdings) and with the Company / RTA (in case of physical holdings), to receive the dividend amount into the bank account.**
15. The dividend for the year 2024-25 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, TDS would be deducted @ 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 FII's, 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 2024-25 will not be available after 18th September 2025 5:00 PM.

Unpaid/Unclaimed Dividend:

20. The details of unpaid dividend relating to the years 2017-18 to 2021-22 as on 26th September 2024 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 2018-19 to 2023-24 will be uploaded on the Website of the Company in due course.
21. As per Section 125 of the Act, the dividend amount remaining unpaid / unclaimed by the Shareholders for a period of seven years are required to be transferred to the Investor Education and Protection Fund Authority (IEPFA). In this connection, during the year, the Company was not required to transfer any such unpaid/unclaimed dividend amount to IEPFA.
22. During September 2025, the unclaimed / unpaid dividend amount pertaining to FY 2017-18 is required to be transferred to the Fund created by IEPFA. In addition to the said dividend, the corresponding shares would also be transferred to the IEPF, if the shareholder has failed to encash/claim the dividends for a continuous period of seven consecutive years since 2017-18. Notices have also been sent to the concerned shareholders by way of individual communication and newspaper advertisements with the cut-off date as 15th August 2025, to claim dividend and avoid transfer of dividend/shares to IEPF.
23. Shareholders who are yet to claim the outstanding dividends pertaining to FY 2018-19 onwards, are requested to contact the Company or Cameo Corporate Services Limited, RTA, at an early date and lodge their claims, to avoid transfer of said dividends to IEPF.
24. 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:

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 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.
26. 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.

27. 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.
28. 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.
29. 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, 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, notices were sent to the members, whose folio has incomplete information. Members are requested to furnish the specified documents/information with the RTA, at the earliest.

30. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, has announced a special window for the re-lodgement of physical share transfer requests that were originally submitted before April 1, 2019, and were rejected or returned due to deficiencies in documentation. This window is available from July 7, 2025, to January 6, 2026. Please note that the shares will be issued only in demat mode, subject to verification of all relevant documents and successful processing. Shareholders who wish to utilize this facility are requested to contact the Company's Registrar and Share Transfer Agent, Cameo Corporate Services India Limited with required documents.

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, and approved the remuneration payable as ₹ 30 lakh per year for the financial year 2022-23 and 2023-24. Subsequently, at the 39th AGM of the Company held on 26th September 2024 had approved the remuneration as ₹ 32 lakh per year, excluding reimbursement of out-of-pocket expenses and taxes as applicable, for the remaining tenure of 3 financial years i.e. from 2024-25 till 2026-27, based on their performance as recommended by Audit Committee and Board of Directors.

As per Section 142 of the Act, the remuneration to the Auditors of the Company shall be approved by the shareholders in the general meeting. Considering the enhanced responsibilities and documentation requirements of the auditors, based on the recommendations of Audit Committee, the Board recommends revision in remuneration of Auditors from ₹ 32 lakh (Rupees Thirty-Two Lakh only) per annum to ₹ 34 lakh (Rupees Thirty-Four Lakh only) per annum, excluding reimbursement of out-of-pocket expenses and taxes as applicable, for the audit of accounts and related services for

the remaining two financial years i.e. 2025-26 and 2026-27, as set out in item no. 4 of the Notice 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 12th August 2025 had appointed M/s. B Y & Associates, Cost Accountants, Chennai as the Cost Auditors of the Company for the year 2025-26, 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 remuneration payable to cost auditors for FY 2025-26 as set out in item no. 5 of the Notice 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. 6

Pursuant to the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") notified on December 12, 2024, the Audit Committee and the Board of Directors at their respective meetings held on August 12, 2025 approved and recommended the appointment of M/s. B Chandra & Associates, Practicing Company Secretaries (Firm Registration No. P2017TN065700 and Peer Reviewed Certificate No. 1711/2022) as the Secretarial Auditors of the Company on the following terms and conditions:

- For a term of 5 consecutive years from financial year 2025-26 until the financial year 2029-30;
- The proposed fee for the audit for FY 2025-26 is ₹ 2,25,000/- per annum plus applicable taxes. It is proposed to delegate powers to the Board of Directors to determine the remuneration payable for the remaining tenure of appointment, subject to compliance with applicable laws;
- The scope of audit shall be as prescribed under the LODR Regulations and the Companies Act, 2013, as may be amended from time to time;
- The Board of Directors of the Company based on the recommendation of the Audit Committee, at its meeting held on August 12, 2025 after duly evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence has approved and recommends the appointment of M/s. B Chandra & Associates, Practicing Company Secretaries as Secretarial Auditors;
- M/s. B Chandra & Associates is headed by CS B Chandra who is the Founder & Senior Partner. The firm was set up by her after 17 years of Corporate Law Experience with the Ministry of Corporate Affairs, Government of India at a senior position. The firm is undertaking Secretarial audits covering listed and unlisted entities operating in various sectors such as automobiles, Fertilizers & Chemicals, NBFC, Real Estate and Renewable Energy. The firm has qualified & experienced partners and staff / smart collaborations to complement geography reach and strong confluence of people, process and technology. In terms of the amended regulations, M/s. B Chandra & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate;

- The Board believes that M/s. B Chandra & Associates experience of conducting secretarial audit for large listed companies and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under various applicable laws.
- M/s. B Chandra & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment, if approved, would be compliant with the requirements prescribed under the LODR Regulations and the guidelines issued by the ICSI and fulfils the eligibility requirements to issue report under Section 204 of the Companies Act, 2013 read with Rules made thereunder.
- In addition to the secretarial audit, M/s. B Chandra & Associates shall provide such other services in the nature of certification and other professional work, as approved by the Board of Directors.

The Board recommends the proposal for appointment of M/s. B Chandra & Associates, Practicing Company Secretaries, Chennai as Secretarial Auditors, for a term of 5 financial years for approval of the members by way of an Ordinary Resolution as set out under Item No.6 of the Notice.

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. 7

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 arm's 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 one thousand crore or 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 2024 to 30th September 2025 was obtained at the 39th AGM held on 26th September 2024.

It is estimated that the value of transactions with MPL during the period Oct-2025 to Sept-2026 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 2024-25. 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 26th March 2025 accorded its prior approval for transactions with MPL during the period from 1st October 2025 to 30th September 2026 up to ₹ 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, 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. 7 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. 8

The Non-Executive Directors (NEDs) of the Company possess diverse knowledge and have rich experience in their respective areas of expertise. They provide critical and strategic advice on various matters, and the Company is immensely benefitted from their guidance. They are paid sitting fees for attending the Board meeting, which do not commensurate with their contributions to the Company. So, it has been proposed that they be paid remuneration over and above the sitting fees, for FY 2024-25 as set out in the resolution. In terms of the Remuneration Policy of the Company, the aforesaid remuneration has been recommended by the Nomination & Remuneration Committee and approved by the Board at their respective meetings held on 6th May 2025.

As per Article 126(c) of the Articles of Association of the Company, subject to the provisions of the Act, the Company in General Meeting may by a special resolution, sanction and pay to the Directors, other than executive directors, in addition to the sitting fees for attending the meetings of the Board, a remuneration not exceeding such percentage of the net profits of the company calculated in accordance with the provisions of the Act. The said amount of remuneration shall be paid to all or any such Director(s) of the Company who held office as Non-Executive Director at any time during the financial year in respect of which such remuneration is paid in such proportion or manner as prescribed under the Act or as determined by the Board.

Section 197 of the Act provides that the NEDs may be paid remuneration up to 1% of the net profits of the Company in the form of fee, remuneration or commission. In this connection, it may be noted that the proposed amount of ₹ 45 lakh is well within the limits fixed under the Act.

Under Regulation 17 of the Listing Regulations, any fee or other payments to NEDs are to be determined by the Board and requires approval of Members. Accordingly, approval of the Members is sought for the proposal by way of a Special Resolution as set out in item no. 8 of the Notice.

Except the Non-Executive Directors and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives 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	Ashwin C Muthiah
DIN	00255679
Date of Birth	1 st January 1966

Name of the Director	Ashwin C Muthiah
Qualification, Experience and Expertise in specific functional area and Date of first appointment on the Board	<p>Mr. Ashwin C Muthiah is the Founder Chairman of AM Group of Companies, Singapore which has interests across the globe in fertilizers, petrochemicals, distribution, infrastructure, healthcare and green energy. He is a commerce graduate from Loyola College, Chennai. After completing his post-graduation in management studies in the US, he joined the Group in India.</p> <p>Mr. Ashwin, a third-generation business leader, has led the Group since 2001. He initiated the strategic re-orientation of various business entities to transform them into future-ready and sustainable entities in the new global economic environment. Today, the US\$ 2 billion Group's ventures span diverse, traditional and new-age businesses across India, South East Asia and the UK.</p> <p>Mr. Ashwin is the Consul General Ad Honorem for the Republic of Philippines in India and has served as a member of the Singapore Economic Development Board (EDB). His philanthropic interests are focused on the areas of primary healthcare and education, sanitation, wellness and well-being issues through the CSR efforts of AM Foundation. He is also a trustee of the Saigon Chettiars' Temple Trust in Singapore that promotes ancient history, culture and traditions.</p> <p>Mr. Ashwin also heads the Boards of the various group companies such as Southern Petrochemical Industries Corporation (SPIC), Manali Petrochemicals Limited (MPL), Sicagen India Limited and Wilson International, Singapore.</p> <p>Date of first appointment:- 23rd July 2001.</p>
Terms and conditions of appointment or re-appointment along with details of remuneration paid or sought to be paid	<p>Re-appointment as a Director liable to retire by rotation.</p> <p>Remuneration: Sitting fees as approved by the Board within the limits prescribed under the Companies Act, 2013</p>
Membership / Chairmanship of Committees of the Board of Directors of the Company	Nil
Number of Meetings of the Board attended during the year	5 (Five) during FY 2024-25

Name of the Director	Ashwin C Muthiah
Other Directorships and Membership / Chairmanship of Committees of other Boards	<p>A. Other Directorship (Listed Entities):</p> <ol style="list-style-type: none"> 1. Tuticorin Alkali Chemicals and Fertilizers Limited 2. Manali Petrochemicals Limited 3. Sicagen India Limited 4. Southern Petrochemical Industries Corporation Limited <p>(Other than Listed Entity)</p> <ol style="list-style-type: none"> 1. AM Foundation 2. MITSUBA India Private Limited 3. AMI Holdings Private Limited <p>B. Member / Chairperson of Committee of other Boards:</p> <p>Nil</p>
Listed entities from which the director has resigned from directorship in the past three years.	Nil
No of shares held in the Company (including Beneficial Ownership)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil

Regd. Office:

Manali Express Highway,
Manali, Chennai - 600 068
August 12, 2025

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, 12th September 2025 (9:00 AM IST) and ends on Tuesday, 16th September 2025 (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 9th September 2025 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.nsdl.com/SecureWeb/IdeasDirectReg.jsp> and follow the process mentioned above;

(or)

- c) Open the URL: <https://www.evoting.nsdl.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 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 tollfree no. 1800 21 0 99 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 tollfree 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.
- 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 WEB LINK 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 1:45 PM to 2:15 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 login credentials, as it would be a violation of the provisions of the Companies Act, 2013 and the Rules made thereunder.

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 tollfree 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 tollfree no. 1800 21 09911.