NOTICE FOR THE FORTY FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 41st Annual General Meeting (AGM) of the Members of the Company will be held on **Friday, 25th September 2026, at 02.00 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 2026 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 2026 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 ₹1.50 per equity share on 8,99,71,474 Equity Shares of ₹10/- each, absorbing ₹13,49,57,211/- (Rupees Thirteen Crore Forty-Nine Lakh Fifty-Seven Thousand Two Hundred and Eleven only), subject to rounding off, is declared out of the profits of the Company for the year ended 31st March 2026 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 25th September 2026; 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 17th September 2026;

3. **To re-appoint Mr. S Senthil Kumar (DIN: 00131558), 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. S Senthil Kumar (DIN: 00131558), 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.

   SPECIAL BUSINESS

4. **To appoint Mr. Sanket Balvantrao Waghe, IAS (DIN: 11865401) as a Director of the Company under Section 152 of the Act, by passing the following as an Ordinary Resolution:**

   RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Sanket Balvantrao Waghe, IAS (DIN: 11865401) who was appointed as an Additional Director of the Company by the Board effective 11th August 2026 under Section 161 of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

5. **To approve the payment of Special Performance Incentive to Mr. D Senthi Kumar, Managing Director of the Company for FY 2025-26, by passing the following as a Special Resolution:**

   RESOLVED THAT pursuant to the provisions of section 197, 198 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Act, the Rules made thereunder and Articles of Association of the Company and subject to such other approvals as may be required, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals as per the applicable provisions of the Act and other applicable Statutes, as may be necessary and subject to the Nomination and Remuneration Policy of the Company, the approval of the Members of the Company be and is hereby accorded for payment of special performance incentive of ₹15 lakh to Mr. D Senthi Kumar, Managing Director for the financial year 2025-26.

6. **To ratify the remuneration to the Cost Auditors for the year 2026-27, 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 2026-27 be and is hereby approved and ratified.

7. **To approve the payment of remuneration to Non-Executive Directors of the Company for the year 2025-26, 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 of the Company be and is accorded for payment of remuneration to the Non-Executive Directors of the Company for the financial year 2025-26 as detailed below, subject to deduction of tax as applicable:

Sl. No.	Name	Amount (In ₹)
01	Ms. Mariam Pallavi Baldev, IAS* *(Resigned effective 31.12.2025)*	1,00,000
02	Ms. Sandhya Venugopal Sharma, IAS* *(Resigned effective 13.07.2026)*	2,00,000
03	Mr. Ashwin C Muthiah	5,00,000
04	Ms. Rita Chandrasekar	5,00,000
05	Dr. N Sundaradevan IAS (Retd.)	5,00,000
06	Mr. Debendranath Sarangi IAS (Retd.)	5,00,000
07	Ms. Latha Ramanathan	5,00,000
08	Lt. Col. (Retd.) C S Shankar	5,00,000
09	Mr. G D Sharma	5,00,000
10	Mr. Sandeep Nanduri, IAS* *(Resigned effective 25.10.2025)*	1,00,000
11	Mrs. Sweta Suman, IAS* *(Resigned effective 10.08.2026)*	2,00,000
12	Mr. S Senthil Kumar*	3,00,000
13	Mr. Manish Nagpal	5,00,000
	Total remuneration	**49,00,000**

Remuneration to Directors nominated by TIDCO will be paid to TIDCO directly;

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-600068

August 11, 2026

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 18th September 2026 to 25th September 2026 (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 Directors are 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 03/2025 dated 22nd September 2025 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, 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, physical attendance of the shareholder has been dispensed with. Therefore, requirement of proxy form does not arise. Hence, proxy form and attendance slip and the route map for the venue is attached. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, the 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.19**
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, 17th September 2026 to 5:00 PM (IST) on Saturday, 19th September 2026. 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 Thursday, 17th September 2026 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 2025-26 and the Notice of the 41st AGM are being sent to the Members whose email IDs are registered with the Company / NSDL / CDSL. For Members who have not registered their e-mail id, a letter containing exact web-link and path, where the Annual Report of the Company is hosted is being sent to the registered address. 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 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. 16**

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 is being 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, the 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 2025-26 upon declaration at the AGM, would be paid within the stipulated timeline. No dividend warrants would be issued.

Tax Deducted at Source ("TDS") on Dividend:

16. Pursuant to the Income-tax Act, 2025, as amended from time to time ("IT Act"), dividend income is taxable in the hands of shareholders. Accordingly, the Company will deduct tax at source ("TDS") at the applicable rates at the time of payment of the dividend, subject to the information and documents available with the Company / Registrar and Transfer Agent ("RTA") by the prescribed date.

17. Shareholders are requested to ensure that their Permanent Account Number ("PAN") is updated and linked, where applicable, with Aadhaar and is registered in their demat account / folio. Shareholders holding shares in dematerialised form should update their PAN, residential status, bank account details and other relevant particulars with their Depository Participant. Shareholders holding shares in physical form should update the same with the RTA.

18. **A) Resident shareholders:**

a) In the case of resident shareholders, TDS will generally be deducted at the rate of 10% under section 393(1) [Table Sl. No. 7] of the IT Act, provided that a valid PAN is available and operative.

b) No TDS will be deducted in the case of a resident individual shareholder where the aggregate dividend payable by the Company during Tax Year 2026–27 does not exceed ₹10,000.

c) TDS will be deducted at the higher rate of 20%, as applicable under section 397(2) of the IT Act, where PAN is not furnished, is invalid, or is inoperative, including on account of non-linkage with Aadhaar where such linkage is required under applicable law.

d) Subject to fulfilment of the prescribed conditions, eligible resident individual shareholders may submit the prescribed declaration in Form 121 for non-deduction of tax. Such declaration should be complete in all respects and be submitted together with such supporting documents as may be required by the Company / RTA.

e) A shareholder holding a valid certificate for lower deduction or nil deduction of tax issued under section 395(1) of the IT Act may submit a self-attested copy of such certificate to the Company / RTA. TDS will then be deducted at the rate specified in the certificate, subject to its validity and the conditions stated therein.

f) In the case of resident shareholders that are exempt from tax or otherwise eligible for deduction at nil rate, including eligible mutual funds, insurance companies, Category I and Category II alternative investment funds, recognised provident funds, approved gratuity funds, approved superannuation funds, National Pension System Trust and Government shareholders, TDS may not be deducted on submission of the relevant declaration and supporting documents evidencing the shareholder's status and eligibility. The Company / RTA may rely on the documents and declarations furnished by the shareholder and may require additional information or documents, if considered necessary.

B) Non-resident shareholders

a) In the case of non-resident shareholders, including Foreign Portfolio Investors, TDS will generally be deducted under section 393(2) [Table Sl. No. 17] of the IT Act at the rate of 20%, plus applicable surcharge and cess, subject to a more beneficial rate available under an applicable Double Taxation Avoidance Agreement ("DTAA").

b) A non-resident shareholder intending to claim a beneficial DTAA rate should submit the following documents, subject to such further information or documentation as may be requested by the Company / RTA:

- Self-attested copy of PAN, if allotted in India.
- Self-attested copy of a valid Tax Residency Certificate ("TRC") for Tax Year 2026–27 issued by the tax authority of the shareholder's country of residence.
- Form 41, where applicable, duly furnished in the manner prescribed under the IT Act and the rules made thereunder.
- A declaration confirming tax residency, eligibility to claim benefits under the applicable DTAA, beneficial ownership of the dividend income and fulfilment of other conditions applicable for claiming treaty benefit.
- A declaration regarding the existence or otherwise of a permanent establishment / fixed base in India, where relevant under the applicable DTAA.
- In the case of FPI / FII shareholders, a copy of the applicable SEBI registration certificate or such other evidence as may be required.

c) The Company / RTA will apply the beneficial DTAA rate only where the documents and information furnished are complete and satisfactory. In the absence of satisfactory documentation, TDS will be deducted at the rate prescribed under the IT Act.

C) General

a) Shareholders are requested to independently determine their tax position and eligibility for any exemption, lower deduction or DTAA benefit. The Company / RTA will not be responsible for determining the shareholder's eligibility for a particular tax treatment.

b) The tax treatment set out above is based on the provisions of the IT Act and applicable rules in force as on the date of this Notice. The Company reserves the right to deduct tax at the rates prescribed under applicable law, based on the records available with it and the documents submitted by the shareholder.

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 2025-26 will not be available after 26th September 2026 5:00 PM.

Unpaid/Unclaimed Dividend:

20. The details of unpaid dividend relating to the years 2017-18 to 2023-24 as on 17th September 2025 being the date of the last AGM is available on 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 2024-25 will be uploaded on the Website of the Company in due course.

21. As per Section 125 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has, accordingly, transferred ₹19,27,848/- to the IEPF Authority on 22nd September 2025 being the unpaid and unclaimed dividend amount pertaining to the year 2017-18. The details of such transfer are available on the website of the Company.

    Pursuant to Section 124(6) of the Act, 22,83,284 equity shares corresponding to the folios in respect of which the dividends remaining unpaid/ unclaimed since 2017-18 were also transferred to the IEPF during the year.

    During October 2026, the unclaimed/unpaid dividend amount pertaining to the year 2018-19 and also the equity shares in respect of the dividends remaining unpaid/ unclaimed since 2018-19 will be transferred to IEPF. In this connection, Notices have also been sent to the concerned shareholders by way of individual communication and newspaper advertisements with the cut-off date as **14th August 2026** or such other date as may be extended by Company, to claim dividend and avoid transfer of dividend/shares to IEPF.

22. Shareholders who are yet to claim the outstanding dividends pertaining to FY 2019-20 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 dividend/shares to IEPF.

23. As per the extant law, the shareholders are entitled to claim the unpaid dividends and shares transferred to IEPF. For which, they are required to submit online application in the prescribed Form IEPF-5. The procedure for submission of claim is available in 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 at https://www.tnpetro.com/investors/investor-service-requests-physical-shares/ and submit the same to the RTA. Those holding shares in demat form may approach their DP for registering the nomination.

27. The Register of Director and KMP & their shareholding maintained u/s 170 of the Act and Register of contracts/arrangements u/s 189 will be made available for inspection by the Members during the AGM in electronic mode through the e-Voting platform of CDSL.

28. SEBI 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 such shareholders on 31st May 2023, 2nd September 2024 and 30th September 2025. 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.

29. SEBI vide circular dated 2 July 2025, facilitated a special window for a period of six months, from 7 July 2025 to 6 January 2026, for re-lodgement of transfer requests that had been lodged prior to 1 April 2019 and rejected/returned due to deficiency in the documents. Further, SEBI, vide its circular dated 30 January 2026 extended the said window period from 5 February 2026 to 4 February 2027. 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 RTA, 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

In accordance with the provisions of Section 160 of the Act, the Company had received a proposal from Tamil Nadu Industrial Development Corporation Limited (TIDCO) nominating the candidature of Mr. Sanket Balvantrao Waghe, IAS (DIN: 11865401) Executive Director - TIDCO as Director of the Company. In terms of the Promoters Agreement entered between Southern Petrochemical Industries Corporation Limited (SPIC) and TIDCO, both the Parties have the right to nominate three directors on the Board of the Company. Being qualified, the appointment of Mr. Sanket Balvantrao Waghe, IAS was recommended by the Nomination and Remuneration Committee.

Based on recommendations of the Committee, Mr. Sanket Balvantrao Waghe was appointed as an Additional Director on the Board at the meeting held on 11th August 2026, and he holds office till the ensuing Annual General Meeting. As per Regulation 17(1C) of the Listing Regulations, the approval of the Members for appointment of a person on the Board of Directors shall be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the Board recommends the appointment of Mr. Sanket Balvantrao Waghe as a Director, liable to retire by rotation by way of an Ordinary Resolution. As the proposal was received and recommended by the Nomination and Remuneration Committee under section 160 of the Act, the requirement of deposit of ₹1 Lakh shall not apply. 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. Except Mr. Sanket Balvantrao Waghe, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the aforesaid proposal.

Item No.5

Mr. D Senthi Kumar was elevated and appointed as Managing Director of the Company for the period 4th February 2025 to 17th February 2027 on a remuneration of ₹1.14 Crore per annum, including performance pay of ₹20 lakh and all other allowances (excluding retiral benefits) by the Shareholders through postal ballot which was approved on 26th April 2025.

Under the leadership of Mr. Senthi Kumar, the Company successfully completed revamp of LAB plant with an enhanced capacity of 145 KTPA and modernisation of Caustic Soda plant with an enhanced capacity of 250 TPD during the financial year 2025-26. Further, the Company's overall performance during the year was also exemplary and exceptional compared to the previous years. Considering the outstanding performance and commendable contribution of Mr. Senthi Kumar, the Nomination and Remuneration Committee at the meeting held on 11th August 2026, had approved and recommended to reward him with a Special Performance Incentive of ₹15 lakh, as part of Special Incentive Programme of the Company, for the financial year 2025-26, over and above his CTC, which was subsequently approved by the Board. The said incentive together with his remuneration is well within the limits prescribed under Section 197 of the Companies Act, 2013.

The Board of Directors recommends the resolution given under item no.5 for consideration and approval of the Members as Special Resolution.

Except Mr. Senthi Kumar, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the aforesaid proposal.

Item No.6

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 11th August 2026 had appointed M/s. B Y & Associates, Cost Accountants, Chennai as the Cost Auditors of the Company for the year 2026-27, 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 2026-27 as set out in item no. 6 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. 7

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 2025-26 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 11th August 2026.

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 or Committees thereof, 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 upto 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 ₹49 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. The Board recommends the resolution as set out in item no. 7 of the Notice for approval of the members.

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	Mr. S Senthil Kumar	Mr. Sanket Balvantrao Waghe
DIN	00131558	11865401
Date of Birth	27th July 1968	5th September 1995
Qualification, Experience and Expertise in specific functional area and Date of first appointment on the Board	Mr. S Senthil Kumar is a Mechanical Engineer with about 37 years of experience in various fields covering Academic, Transport, Industrial Promotion, Project Management etc. At present, he is working as Chief General Manager (Projects) in TIDCO, which is a premier Industrial Development Agency of Government of Tamilnadu. **Date of first appointment**: - 02nd November 2023.	Mr. Sanket Balvantrao Waghe, is a 2021 batch IAS Officer who has held many positions in various departments in the Government of Tamil Nadu. At present, he is holding the position of Executive Director in Tamilnadu Industrial Development Corporation Limited. He served as Assistant Collector Training (Salem), Sub- Collector and Sub-Magistrate, Ponneri. **Date of first appointment**: - 11th August 2026.
Terms and conditions of appointment or re-appointment along with details of remuneration paid or sought to be paid	Proposed re-appointment of Director nominated by TIDCO, the Promoter of the Company, as director liable to retire by rotation. Remuneration paid: Sitting fees of ₹3 lakh as approved by the Board and the remuneration of ₹5 lakh as approved by the shareholders, which is within the limits prescribed under the Companies Act, 2013.	Director nominated by TIDCO, Promoter of the Company, proposed for appointment as a director liable to retire by rotation. Remuneration to be paid: Sitting fees as approved by the Board and the remuneration, if any, approved by the shareholders within the limits prescribed under the Companies Act, 2013.
Membership / Chairmanship of Committees of the Board of Directors of the Company	Member of the following Committees: - Audit Committee - Nomination and Remuneration Committee - Risk Management Committee - Corporate Social Responsibility Committee - Stakeholders Relationship Committee He does not hold the position of Chairperson in any of the Board Committees.	Nil
Number of Meetings of the Board attended during the year	3 (Three) during FY 2025-26	Not Applicable

Other Directorships and Membership / Chairmanship of Committees of other Boards	**A. Other Directorships** 1. Karur Yarn Links Limited 2. Navodaya Mass Entertainments Limited 3. Mepco Industries Limited 4. Tamil Nadu Road Development Company Limited 5. IT Expressway Limited 6. Sattva Agro Expo Private Limited 7. Indianoil LNG Private Limited 8. Lens (Laboratory for Electro Optical Navigational Systems) Foundation	**A. Other Directorships** - Tamilnadu Industrial Development Corporation Limited - Tidel Park Coimbatore Limited - Tamilnadu Trade Promotion Organisation - Tamilnadu Smart and Advanced Manufacturing Centre
	B. Member / Chairperson of Committee of other Boards: Member of Audit Committee and Nomination and Remuneration Committee of IT Expressway Limited and Tamil Nadu Road Development Company Limited	**B. Member / Chairperson of Committee of other Boards** Nil
Listed entities from which the director has resigned from directorship in the past three years.	Nil	Nil
No of shares held in the Company *(including Beneficial Ownership)*	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil

Regd.Office:
Manali Express Highway
Manali, Chennai-600068

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

Sangeetha Sekar
Company Secretary

August 11, 2026

GUIDANCE TO SHAREHOLDERS FOR REMOTE E-VOTING

1. The voting period begins on **Monday, 21st September 2026 (9:00 AM IST) and ends on Thursday, 24th September 2026 (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 18-09-2026 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 Easi easiest - Official Website of Easi Easiest Central Depository Services (India) Limited.

   e) Alternatively, you may directly access e-Voting page by providing Demat Account Number and PAN No. from the 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;

(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 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.

d) For OTP based login you may click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp and enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. Upon successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 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 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**

a. Access the link: www.evotingindia.com in your web browser and Click on “Shareholders/Members” Tab

b. You will be re-directed to a page, where you can enter User ID as given below and login:

   i. For CDSL: 16 digits beneficiary ID

   ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID

   iii. Shareholders holding shares in Physical Form to enter Folio Number

c. 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, if the Company opted 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. 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 will be mapped automatically & can be delink in case of any wrong mapping.
- 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 ADDRESS/ MOBILE NO. ARE NOT REGISTERED WITH THE RTA OR DEPOSITORIES:

- **For Physical shareholders:** Please provide necessary details viz., Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), Scanned copy of the self-attested PAN card, Scanned copy of self-attested Aadhar Card, by email to **Company/RTA email id**;
- **For Demat shareholders:** Please update your email id & mobile no. with your respective **Depository Participant (DP);**

  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 Chairperson 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 15 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.

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.