



NOTICE FOR THE TWENTY NINTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting (AGM) of the Company will be held at 2.45 p.m. on Tuesday, the 12th August, 2014 at Tamil Isai Sangam, Rajah Annamalai Mandram, No. 5, Esplanade Road (Near High Court), Chennai – 600 108 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2014 including audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon by passing the following as an **Ordinary Resolution**:

RESOLVED THAT the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Notes thereon, the Cash Flow Statement for the said period, the Report of the Auditors and the Directors thereon be and are hereby received, considered and adopted.

2. To appoint a Director in place of Mr R Karthikeyan [DIN 00824621], who retires by rotation and being eligible offers himself for re-election by passing the following as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the company, Mr. R Karthikeyan [DIN 00824621], a Director retiring by rotation being eligible and offering for re-election, be and is hereby re-appointed as a Director of the Company.

3. To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No.008072S) as the Auditors of the Company by passing the following as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013, and the Rules made thereunder, M/s Deloitte Haskins and Sells, Chartered Accountants, Chennai, the retiring auditors with ICAI Registration Number 008072S, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company to be held during the year 2016 on a remuneration to be fixed by the Board of Directors.

Special Business

4. To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and 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 C V Sankar, IAS, (DIN 00703204) be and is hereby appointed as a Director of the Company not liable to retire by rotation.

5. To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Dr K U Mada, (DIN 00011395) be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years from 27th May, 2014.

6. To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Mr. N R Krishnan, IAS (Retd.), (DIN 00047799) Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years from 27th May, 2014.

7. To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 160 and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company Mr C. Ramachandran, IAS (Retd.), (DIN 00050893) be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years from 27th May, 2014.

8. To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Mr. Dhananjay N Mungale, (DIN 00007563) be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years from 27th May, 2014.



9. To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and 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. M Pazhaniandy Pillai (DIN: 06874820) be and is hereby appointed as a Director of the Company liable to retire by rotation.

10. To consider and if thought fit, to pass the following as a **Special Resolution**:

RESOLVED THAT pursuant to Sections 196 & 197 of the Companies Act, 2013, ("the Act"), Schedule V thereto, the applicable Rules, Article 135 of the Articles of Association of the Company, and subject to the other provisions of the Act and of the Articles, as may be applicable, and such other approvals as may be required consent of the Members is accorded for the appointment of Mr. M Pazhaniandy Pillai (DIN: 06874820) as the Wholtime Director (Operations) of the Company for a period of three years with effect from 27-05-2014 on the following terms and conditions:

A. PERIOD OF APPOINTMENT 3 YEARS (27-05-2014 TO 26-05-2017)

B. NATURE OF APPOINTMENT CONTRACTUAL

C. REMUNERATION

a. Mr. M Pazhaniandy Pillai (DIN: 06874820) shall be paid remuneration as detailed below:

i. Basic Salary Rs.1,07,600/- per month

ii. Allowances Rs.1,45,507/- per month

b. In addition to the above, Mr. M Pazhaniandy Pillai (DIN: 06874820) shall be eligible for annual performance pay not exceeding Rs. 6,15,000/-

c. Contribution to Provident and other Funds, leave, gratuity and other benefits shall be in accordance with the applicable law/ service rules of the Company.

d. The following shall not be deemed to be remuneration to Mr. M Pazhaniandy Pillai (DIN: 06874820):

- Provision of car with driver for official use

- Provision of telephone at residence and mobile phone.

- Reimbursement of entertainment expenses and travelling expenses actually incurred for the conduct of the business of the Company, subject to a reasonable ceiling as may be fixed by the Managing Director from time to time.

- Other expenses incurred by him in relation to the discharge of his duties in relation to the business of the Company.

D. PAYMENT OF MINIMUM REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS

In the event of loss or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration payable to Mr. M Pazhaniandy Pillai (DIN: 06874820). The contribution to Provident Fund, gratuity payable and encashment of leave at the end of the tenure shall not be included in the computation of ceiling for the aforesaid minimum remuneration.

11. To consider and if thought fit, to pass the following as a **Special Resolution**:

RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs 1000 crore (Rupees one thousand crore) over and above the aggregate of the paid up share capital and free reserves of the Company, on such terms and conditions as may be agreed to between the Company and the Lenders.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and / or creation of charge on the assets of the Company to secure the amount(s) borrowed/to be borrowed by the Company on such terms and conditions as may be agreed to between the Company and the Lenders.

Regd.Office
Manali Express Highway
Manali, Chennai-600 068
1st July 2014

By order of the Board
for Tamilnadu Petroproducts Limited
R. Deepti
Company Secretary

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 4th August 2014 to 12th August 2014 (both days inclusive) in connection with the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Member holding more than 10% of the total share capital of the Company is entitled to appoint a single proxy, who cannot be proxy of any other member.
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has, accordingly, transferred Rs.18,76,522/- being the unpaid and unclaimed dividend amount pertaining to 2005-06 to the Investor Education and Protection Fund of the Central Government. As per the extant regulations, no claim shall lie against the Company or the IEPF in relation to the amount remitted to IEPF.
6. The details of unpaid dividend relating to the years 2010-11 and 2011-12 as on 5th August 2013, being the date of the last AGM is available in the website of the Company www.tnpetro.com
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
9. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are enclosed and form an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. Electronic copy of the Full Verison of the Annual Report for the year 2013-14 and the notice of the 29th AGM are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Abridged Annual Report for the year is being sent in the permitted mode. These members are requested to register their e-mail ids with the DP/RTA.
11. Full version of the Report and the Notice of the AGM are available in the Company's website viz., www.tnpetro.com. Members desirous of receiving the complete annual report may send a request in writing to the Registrar or the Company and send the same by post/courier or email with a scanned copy of the request.
12. Pursuant to the stipulations in Clause 35B of the Listing Agreement read with Section 108 of the Companies Act 2013, and the relevant Rules, the Company has entered into an arrangement with Central Depository Services Limited (CDSL) to facilitate the Members to exercise their right to vote at the Annual General Meeting by electronic means. The detailed process for participating in e-voting is furnished in the Annexure to the Notice in Page No. 7.
13. ***A person who has participated in e-voting is not debarred from participating in the meeting physically though he shall not be able to vote in the meeting again and his earlier vote cast electronically shall be treated as final. In terms of the provisions of Section 107 read with Section 109, there will be no voting by show of hands at the meeting and hence the provisions relating to demand for poll by the Members is irrelevant. The Chairman of the meeting will regulate the meeting and voting on the resolutions in accordance with the provisions of the Act and the applicable Rules.***
14. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any information, the shareholders may also send requests to the RTA.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Holidays, up to and including the date of the Annual General Meeting of the Company.
16. Shareholders seeking any information with regard to accounts are requested to write to the Company well in advance so as to enable the Management to reply.
17. Due notices have been received under Section 160 of the Companies Act, 2013 with regard to the appointment of directors proposed under items 4 to 9.



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND CLAUSE 49 OF THE LISTING AGREEMENT

Item No.4

At the meeting held on 29th October 2013 of the Company, Board appointed Mr C V Sankar, IAS, as Director and Chairman. In terms of the relevant provisions of the Companies Act, 2013 (the new Act) and the Articles of Association of the Company, he holds office upto the date of the ensuing Annual General Meeting. It is proposed to appoint him as a Director of the Company at the AGM. A brief profile of the above appointee is given in the enclosed statement.

In terms of the Articles of Association of the Company, Mr C V Sankar, IAS, is not liable to retire by rotation.

The Board recommends the resolution for the consideration of the Members.

Except, Mr C V Sankar, IAS, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

Item Nos.5, 6, 7 & 8

Dr K U Mada, Mr N R Krishnan, IAS (Retd.), Mr C Ramachandran, IAS (Retd.) and Mr Dhananjay N Mungale were appointed as Directors of the Company liable to retire by rotation, who are categorized as Independent Directors under the Listing Agreement. In terms of the relevant provisions of the Companies Act, 2013 (the new Act) and the Articles of Association of the Company these Directors have been appointed by the Board as Independent Directors under Section 149 of the new Act read with the other provisions, rules and Schedule IV to the Act. They will hold office for a period of five years from 27th May 2014. As per Section 150 their appointment is to be approved by the shareholders and hence the same are placed for consideration and approval at the AGM.

In terms of the relevant provisions of the Act, Mr C Ramachandran, Mr N R Krishnan, Mr Dhananjay N Mungale and Dr K U Mada will not be liable to retirement by rotation.

All the appointees comply with the criteria for independent directors specified in Section 149(6) of the new Act. Considering their qualification, experience, stature and standing, they are qualified to be appointed as the Independent Directors. Further they have been the independent directors of TPL and are well versed with the Company's business. Therefore their appointment and guidance as the Independent Directors will be of great value to the Company. The Board recommends the resolutions for the consideration of the Members.

Except the respective appointees, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos.5 to 8.

Item No. 9 &10

At the Board Meeting held on 27th May 2014, Mr. M Pazhaniandy Pillai has been appointed as the Wholetime Director of the Company for a period of 3 years, subject to approval of the

Members. As per Section 161 of the new Act, he holds office till the ensuing AGM and it is proposed to appoint him as a Director under Section 152 of the new Act and also seek approval of the Members for his appointment as the Wholetime Director.

Mr. M Pazhaniandy Pillai, aged 61 is a Chemical Engineer and has more than 36 years of experience in the industry, especially in LAB projects and operations in India and abroad. In a career commencing in the year 1977, he has been associated with major corporates like Bongaigon Refinery and Petrochemicals, TPL, Gulf Farabi Petrochemical Co., Proteus Petrochemicals Private Limited, Singapore, a subsidiary of TPL. He was appointed as Chief Operating Officer since August 2013.

At the meeting held on 27th May 2014, Board has, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. M Pazhaniandy Pillai as the WTD for a period of 3 years on the terms and conditions set out in the resolution.

Mr. Pazhaniandy Pillai holds 200 equity shares in TPL and does not hold directorship in any other company.

Statement pursuant to Clause (iv) of second proviso to Paragraph B of Section II of Part II of Schedule V to the Act is enclosed to the extent applicable.

The Board recommends the resolutions for the consideration of the members as a special resolution. Except, Mr. M Pazhaniandy Pillai, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 & 10.

Item No.11

The Shareholders at their Extra-Ordinary General Meeting held on 22nd December 1994 have authorized the Board of Directors of the Company to borrow in excess of the paid up capital and free reserves upto a limit of Rs. 1000 crore by an ordinary resolution. As per Section 180 of the Companies Act, 2013, the approval is to be by way of a Special Resolution. It has been, vide Circular issued by the Ministry of Corporate Affairs dated 25-03-2014 clarified that the previous resolution will be valid for a period of one year from the date of notification of the relevant provisions, viz., till 11th September 2014.

In view of the above, in order to enable the Board to borrow monies in excess of the paid-up capital and free reserves, the proposal is placed before the Members for approval by Special Resolution.

The proposal also includes the power to be vested with the Board of Directors for mortgaging and / or creation of charge on the assets of the Company to secure the borrowings as may be agreed to between the Company and the Lenders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.11. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the stock exchange.

By order of the Board
for Tamilnadu Petroproducts Limited

R. Deepti
Company Secretary

Chennai - 600 068
1st July 2014

STATEMENT PURSUANT TO CLAUSE (IV) OF PROVISO TO SUB PARAGRAPH C OF PARAGRAPH 1 OF SECTION II OF PART II OF SCHEDULE XIII TO THE COMPANIES ACT, 1956

A. General Information

(1) Nature of Industry	Chemical and Petrochemical (Manufacture and Sale of Linear Alkyl Benzene, Epichlorohydrin and Caustic Soda).			
(2) Commencement of Commercial Production	Linear Alkyl Benzene - April 1988; Epichlorohydrin - March 1995; Caustic Soda - The Chlor Alkali plant owned by SPIC was acquired by the Company during August 2000			
(3) Financial Performance		(Rs.in lakhs)		
	Financial parameters	2011-12	2012-13	2013-14
	Turnover	1,24,818.52	1,28,142.43	1,05,181.93
	Profit After Tax	594.01	(5,055.59)	(3,730.47)
	Amount of Dividend paid	449.86	-	-
	Rate of dividend (%)	5	-	-
(4) Export performance	Foreign Exchange Earnings	10,272.47	3,158.46	5,474.83

B. Information about the Appointee:

(1) Background details	Furnished under Item 9 & 10 of the Explanatory statement
(2) Past remuneration	This is the first appointment of Mr. M Pazhaniandy Pillai as the Whole-time Director of the Company.
(3) Job profile and suitability	As the Whole-time Director (Operations) Mr. M Pazhaniandy Pillai will be responsible for the Plant operations, Projects and other matter as may be delegated by the Managing Director from time to time. He will report to the Managing Director. Taking into account his previous experience, educational background, knowledge about the industry, past performance and the nature and size of operations of the Company, he is a fit and proper person to be appointed as the Whole-time Director (Operations) of the Company.
(4) Remuneration proposed to the Appointee	Details furnished in the relevant resolution.
(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is reasonable with respect to the industry, size of the Company and job profile of the appointee.
(6) Pecuniary relationship, directly or indirectly with the Company / relationship with Managerial personnel, if any	Mr. M Pazhaniandy Pillai has no pecuniary relationship with the Company, directly or indirectly (except to the extent of the remuneration received / receivable by him from the Company).

C. Other Information

Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement, expected increase in productivity and profits in measurable terms: During the year the Company incurred loss due to high input cost and lower margins on account of spurt in cheaper imports into the country. The Company has initiated various measures to overcome the situation including suspension of unviable operations. Actions have been taken to utilize the resources optimally and bring down the cost. For more information please refer to the Reports of the Directors and Management Discussion & Analysis Report.
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D. Disclosures:

1	Information on remuneration package	Details furnished in the relevant resolution.
2	Other disclosures	Information on elements of remuneration, components, terms of service and stock option are furnished in the resolution.



BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 29TH AGM.

Mr R Karthikeyan, 36, B.E.(Mech), MBA is a Development Manager of TIDCO, and has experience in preparation of Project reports, project appraisal and promotion/monitoring the implementation of the projects. He is serving as Nominee Director in various joint venture companies promoted and assisted by TIDCO. He has facilitated investments in specialized/infrastructure projects in Tamilnadu through joint ventures of TIDCO. He is Director in Tamilnadu Trade Promotion Organisation (Sec 25 Company), Sree Maruthi Marine Industries Ltd, Ramanasekhar Steels Limited, Great Sea Trawler Building Yard Mandapam Limited, Suvarna Florex Limited, Jayamkondam Lignite Power Corporation Limited and Tanfac Industries Ltd. He is also a Member of the Audit Committee and Shareholders/Investors' Grievance Committee of Tanfac Industries Ltd and Member of the Audit Committee of Ramanasekhar Steels Ltd.

Mr. C V Sankar, IAS, 58, is a post graduate in Commerce and MBA. At present he is the Principal Secretary to the Government of Tamil Nadu, Industries Department. He has held various responsibilities in the State Government including as District Collector, Coimbatore, Secretary in the office of the Chief Minister, Department of School Education and Principal Secretary in the Department of Environment & Forests and Department of Rural Development & Panchayat Raj. He was actively involved in the Tsunami Rehabilitation Programme of Government of Tamil Nadu between 2005 and 2008 and was working in the National Disaster Management Authority, New Delhi for implementing the National Cyclone Risk Mitigation Project, a World Bank Funded project. He is Chairman and Managing Director of Tamilnadu Sugar Corpn Ltd., Perambalur Sugar Mills Ltd., and Tamilnadu Newsprint & Papers Ltd. He is Chairman of Tamil Nadu Salt Corpn Ltd., Tamil Nadu Minerals Ltd., and Tamilnadu Cements Corpn Ltd. He is also Director in Tamilnadu Industrial Development Corpn Ltd., Neyveli Lignite Corpn Ltd., State Industries Promotion Corpn of Tamil Nadu Ltd., Tamilnadu Electricity Board Ltd., Tamil Nadu Generation and Distribution Corpn Ltd., Tamil Nadu Transmission Corpn Ltd., TIDEL Park Ltd., Titan Industries Ltd., Chennai Metro Rail Ltd., Nilakottai Food Park Ltd. and Tamil Nadu Water Investment Company.

Dr K U Mada, 80, B.A.(Hon), M.A.(Eco), Ph.D(Eco) & Cert.in Fin.Management-Bombay University. Formerly he was Faculty Member-Bombay University, Member of Board of Governors in Management Development Institute, Executive Director of IDBI and acting Chairman & MD of Industrial Reconstruction Bank of India. He is presently Director in Lupin Ltd., Hotel Leelaventure Ltd. and PCI Ltd. He is Chairman of Audit Committee, Remuneration Committee and Member of Investor Grievance Committee in Lupin Ltd., Chairman of Investor Grievance Committee and Member of Audit Committee & Remuneration Committee in Hotel Leelaventure Ltd. and Chairman of Investor Grievance Committee and Member of Audit Committee respectively in PCI Limited.

Mr N R Krishnan, IAS (Retd.), 76, holds a Master's degree in Chemistry from University of Delhi. He has held various positions in the Government and was the Secretary to the Government of India in the Ministry of Fertilizers and Chemicals

and also in the Ministry of Environment and Forests. He is Director in Tamilnadu Road Development Company Ltd., (TNRDC), The India Cements Ltd, Cognizant Foundation (Sec 25 Company), Ponni Sugars (Erode) Ltd., Trinetra Cements Ltd., (Formerly Indo Zinc Ltd), India Cements Capital Ltd. and India Cements Investment Services Ltd. He is the Chairman of Audit Committee and Remuneration Committee of TNRDC. He is also Member of Audit Committees in Ponni Sugars (Erode) Ltd., Trinetra Cement Ltd, (Formerly Indo Zinc Ltd) and India Cements Capital Ltd.

Mr C Ramachandran, IAS (Retd.), 76, M.A. & M.P.A is well versed in management and public administration. He has held senior positions in the Government of Tamilnadu and retired as Industries Secretary. He is a Whole-time Director in IG3 Infra Ltd. He is also Director in Elnet Technologies Ltd., Elnet Software City Ltd., Grand Luxe Hotels Ltd., Appu Hotels Ltd., Tulsian NEC Ltd., and The Great Indian Linen & Textile Infrastructure Company Pvt Ltd. He is a Member of Audit Committees in Elnet Technologies Ltd., IG3 Infra Ltd., Grand Luxe Hotels Ltd and Appu Hotels Ltd. He is a Member of Shareholders/Investors Grievance Committee in Elnet Technologies Ltd. He is also the Chairman of Share Allotment Committee and Member of Remuneration Committee in Appu Hotels Ltd and Member in Appointment & Remuneration Committee and Selection Committees of IG3 Infra Ltd.

Mr Dhananjay N Mungale, 61, B.Com, A.C.A., L.L.B., is a renowned Consultant having wide experience in International Finance, Capital Markets and Merchant Banking. Held various senior positions in Foreign Banks. He is Director in Chowgule Steamships Ltd., Kalpataru Ltd., IL&FS Engineering and Construction Company Ltd., Mahindra & Mahindra Financial Services Ltd., Mahindra Composites Ltd., Mahindra CIE Automotive Ltd., National Organic Chemical Ltd. (NOCL), Samson Maritime Ltd., Sicagen India Ltd., Inestor Advisors Pvt Ltd, JP Morgan Asset Management India Pvt.Ltd., LICHFL Trustee Company Pvt.Ltd., L&T Infra Investment Partners Advisory Pvt Ltd, Lavgan Dockyard Pvt Ltd., Mentor Technologies Pvt Ltd and Snowcem Paints Pvt Ltd. He is Chairman of Audit Committees of Chowgule Steamships Ltd. and Mahindra & Mahindra Financial Services Ltd. He is Chairman of Shareholders Grievance Committee of Mahindra CIE Automotive Ltd. He is the Member of Audit Committees in Kalpataru Ltd, Samson Maritime Ltd., Mahindra Composites Ltd., National Organic Chemical Ltd., Sicagen India Ltd and IL&FS Engg and Construction Company Ltd. He is also a Member of Compensation Committees of Chowgule Steamship Ltd., Mahindra & Mahindra Financial Services Ltd., Mahindra Composites Ltd., NOCL, Sicagen India Ltd., Kalpataru Ltd and Samson Maritime Ltd., Chairman of ALCO Committee of Mahindra & Mahindra Financial Services Ltd and Member of (CSR) Committee in Mahindra CIE Automotive Ltd.

Profile of **Mr. M Pazhaniandy Pillai** is furnished in the Explanatory Statement.

None of the above Directors hold any shares in the Company except Dr K U Mada and Mr. M. Pazhaniandy Pillai who hold 3500 shares and 200 shares respectively.

INSTRUCTIONS FOR EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS

1. The voting period begins on 5th August 2014 and ends on 7th August 2014. E-Voting system will be available at all time except between 00:00 hrs to 01:00 hrs.(IST). During this period shareholders of the Company to whom notice of the AGM has been dispatched electronically or physically by registered post or courier, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to register themselves as Corporates by logging on to <https://www.evotingindia.co.in>. A scanned copy of the Registration Form duly signed and seal affixed should be e-mailed to helpdesk.evoting@cdslindia.com. The login details will be sent by CDSL by reply mail. After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they can cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
3. The following are the instructions for participating in the e-voting on the resolutions contained in the notice of the Annual General Meeting. These apply to all the Members of the Company and who receive the notice either by e-mail or physical copy.
 - a. Log on to the e-voting website www.evotingindia.com during the voting period.
 - b. Click on "Shareholders" tab.
 - c. Select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - d. Enter your User ID as shown below:

Members holding shares in demat form with CDSL	Sixteen digits beneficiary ID
Members holding shares in demat form with NSDL	Eight character DP ID followed by eight digits Client ID
Members holding shares in Physical form	Folio No.

- e. Enter the image verification as displayed and click on "Login"
- f. Enter the Password:
 - Members holding shares in Demat form and who have already exercised e-voting on an earlier occasion through www.evotingindia.com in respect of their holding in any other company shall use their existing password. If the password has been forgotten they will have enter the User ID and Image Verification Code and then click on "Forgot Password" to enter the details as prompted by the system for retrieving the password.
 - Password entry for Members who are holding shares in demat form and are exercising e-voting for the first time and for Members holding shares in Physical form shall be as below:

PAN	10 digit PAN issued by the Income Tax Department, if the same has been registered with the DP or as the case may be with the Company. For Members who have not registered their PAN, the first two letters of their name followed by the eight digits Serial Number printed on the address slip shall be entered in the PAN Field.
Date of Birth	Date of Birth as registered with the DP or as the case may be with the Company in DD/MM/YYYY format.
Dividend Bank Details	As registered with the DP or as the case may be with the Company. If both the above details have not been registered with the DP or as the case may be with the Company, the demat account number or the Folio number is to be entered in this field.

- g. Click Submit for further processing. If the password entered is incorrect, system will not allow the login and you will have repeat the process under (e) above until the proper password is entered.
- h. Members holding shares in physical form will be directed to the "Company Selection" menu.
- i. Members holding shares in demat form and participating in e-voting through www.evotingindia.com for the first time will be required mandatorily to create their own password to proceed with the e-voting process. The new password shall be used by them for any future e-voting on CDSL Platform. After completion of the new password creation, they will be directed to the Company Selection Menu.
- j. Click on the EVSN for Tamilnadu Petroproducts Limited and you will be directed to the E-Voting Screen.
- k. The Description of the Resolutions as set out in the Notice of the Meeting and the voting options "YES/No" will be displayed for each of the resolutions on this Screen for voting.
- l. Click on the "Resolutions File Link" if you wish to view the full description of the resolutions.
- m. Select the option YES or NO for each of the item as desired by you. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. After selection click on SUBMIT and a confirmation box will be displayed. If you wish to confirm and complete the voting press OK, else press CANCEL to change your vote.
- o. Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
4. Voting through electronic means would be on the basis of proportion of shares held by the member viz., on "one-share one-vote" basis.
5. For any queries or issues regarding e-voting, please refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com



Tamilnadu Petroproducts Limited

CIN : L23200TN1984PLC010931

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

Ph: 25941350/25940761 E-mail: secy-legal@tncpetro.com

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL. ONLY MEMBERS OR THEIR PROXIES ARE ENTITLED TO BE PRESENT AT THE MEETING.

Name of the attending Member(s) :	Folio/DP ID-Client ID No. :
No. of Shares held :	

I hereby record my presence at the 29th ANNUAL GENERAL MEETING of the Company held at **TAMIL ISAI SANGAM, RAJAH ANNAMALAI MANDRAM**, No. 5, Esplanade Road (Near High Court), Chennai - 600 108 at 2.45 p.m. on Tuesday, the 12th August, 2014.

NAME OF PROXY IN BLOCK LETTERS

SIGNATURE OF THE SHAREHOLDER/PROXY*

* Strike out whichever is not applicable.

Please see overleaf for details of Folio No. / DP ID - Client ID & No. of Shares



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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio/DP ID-Client ID No. :	

I/We, being the member(s) of shares of the above named Company, hereby appoint:

- (1) Name Address
E-mail Id Signature or failing him/her;
- (2) Name Address
E-mail Id Signature or failing him/her;
- (3) Name Address
E-mail Id Signature or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Tuesday, the 12th day of August, 2014 at 2.45 p.m. at **TAMIL ISAI SANGAM, RAJAH ANNAMALAI MANDRAM**, No. 5, Esplanade Road (Near High Court), Chennai - 600 108 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No. of Resolutions (as in the Notice annexed)

1	2	3	4	5	6
7	8	9	10	11	

(Tick Mark the Sl.No. of Resolutions for which the Proxy is appointed)

Signed this day of, 2014.

Member's Folio/DP ID-Client ID No..... Signature of Shareholder(s).....

Signature of Proxyholder(s).....



Notes: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. In the case of a Corporation, the proxy form shall be either given under the Common Seal signed on its behalf by an Attorney or Officer of the Corporation.

PLEASE NOTE : NO GIFTS WILL BE DISTRIBUTED



If undelivered, please return to :

Tamilnadu Petroproducts Limited

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

CIN: L23200TN1984PLC010931

E-Mail: secy-legal@tnpetro.com

Website : www.tnpetro.com