



TAMILNADU PETROPRODUCTS LIMITED

NOTICE OF 31ST ANNUAL GENERAL MEETING



NOTICE FOR THE THIRTY FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting (AGM) of the Company will be held at 10.30 a.m. on Thursday, the 22nd September 2016, at 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 and other Reports for the year ended 31st March 2016 by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to Section 129 and other applicable provisions, if any of the Companies Act, 2013, the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March 2016 and the Reports of Directors, Auditors and Secretarial Auditor be and are hereby received, considered and adopted.

2. **To reappoint Mr. T K Arun [DIN 02163427], Director who retires by rotation and being eligible offering 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 Companies Act, 2013, the Rules made thereunder and the Articles of Association of the company, Mr. T K Arun [DIN 02163427], a Director retiring by rotation being eligible and offering himself 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, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai having Firm Registration Number 008072S be and are hereby reappointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company to be held during the year 2017 on a remuneration of Rs. 26,00,000/- (Rupees Twenty Six Lakh only) plus reimbursement of out of pocket expenses and applicable taxes for the audit of the accounts and all other related services as the Auditors of the Company for the year 2016-17.

Special Business

4. **To consider and if thought fit, to pass the following as an Ordinary Resolution for appointing Mr. D Senthikumar, (DIN 00202578) as a Director of the Company**

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. D Senthikumar, (DIN 00202578) be and is hereby appointed as a Director of the Company.

5. **To consider and if thought fit, to pass the following as a Special Resolution for appointment and remuneration of Mr. D Senthikumar, (DIN 00202578) as the Whole-time Director (Operations) of the Company.**

RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 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 appointment of Mr. D Senthikumar, (DIN 00202578) as Whole-time Director (Operations) of the Company for a period of three years with effect from 18th February 2016 on the following terms and conditions:

- A. Period of Appointment : 3 years (18-02-2016 to 17-02-2019)
- B. Nature of Appointment : Contractual
- C. Remuneration

Mr. D Senthikumar, (DIN 00202578) shall be paid remuneration as detailed below:

- a) 18.02.2016 to 31.08.2016
 - i. Basic Salary Rs. 87,500/- per month
 - ii. Other Allowances and Perquisites Rs. 97,800/- per month
 - iii. Annual Performance pay, not exceeding Rs. 6 lakh
- b) From 01.09.2016
 - i. Basic Salary Rs. 1,16,670/- per month
 - ii. Other Allowances and Perquisites Rs. 1,13,750/- per month
 - iii. Annual Performance pay, not exceeding Rs. 10 lakh

Annual Performance pay shall be payable in accordance with the remuneration policy of the company.

- D. Contribution to Provident and other Funds, leave, gratuity and other benefits not included above, shall be in accordance with the applicable law/service rules of the Company.

- E. The following shall not be deemed to be remuneration to Mr. D Senthikumar, (DIN 00202578)
- 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 Board 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.

- F. 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. D Senthikumar, (DIN 00202578). 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.

6. **To consider and if thought fit, to pass the following as an Ordinary Resolution for appointing Mr. KT Vijayagopal, (DIN 02341353) as a Director of the Company.**

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. KT Vijayagopal, (DIN 02341353) be and is hereby appointed as a Director of the Company liable to retire by rotation.

7. **To consider and if thought fit, to pass the following as a Special Resolution for appointment and remuneration of Mr. KT Vijayagopal, (DIN 02341353) as the Whole-time Director (Finance) of the Company, liable to retire by rotation.**

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 appointment of

Mr. KT Vijayagopal, (DIN 02341353) as the Whole-time Director (Finance) of the Company for a period of three years with effect from 1st February 2016 on the following terms and conditions:

- A. Period of Appointment : 3 years (01-02-2016 to 31-01-2019)
- B. Nature of Appointment : Contractual
- C. Remuneration

Mr. KT Vijayagopal, (DIN 02341353) shall be paid remuneration as detailed below:

- a) Basic Salary Rs. 1,92,500/- per month
 - b) Other Allowances and Perquisites Rs. 2,07,849/- per month
 - c) Annual performance pay not exceeding Rs. 11.88 lakh, payable in accordance with the remuneration policy of the company.
- D. Contribution to Provident and other Funds, leave, gratuity and other benefits not included above, shall be in accordance with the applicable law/service rules of the Company.
- E. The following shall not be deemed to be remuneration to Mr. KT Vijayagopal, (DIN 02341353).
- 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 Board 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.

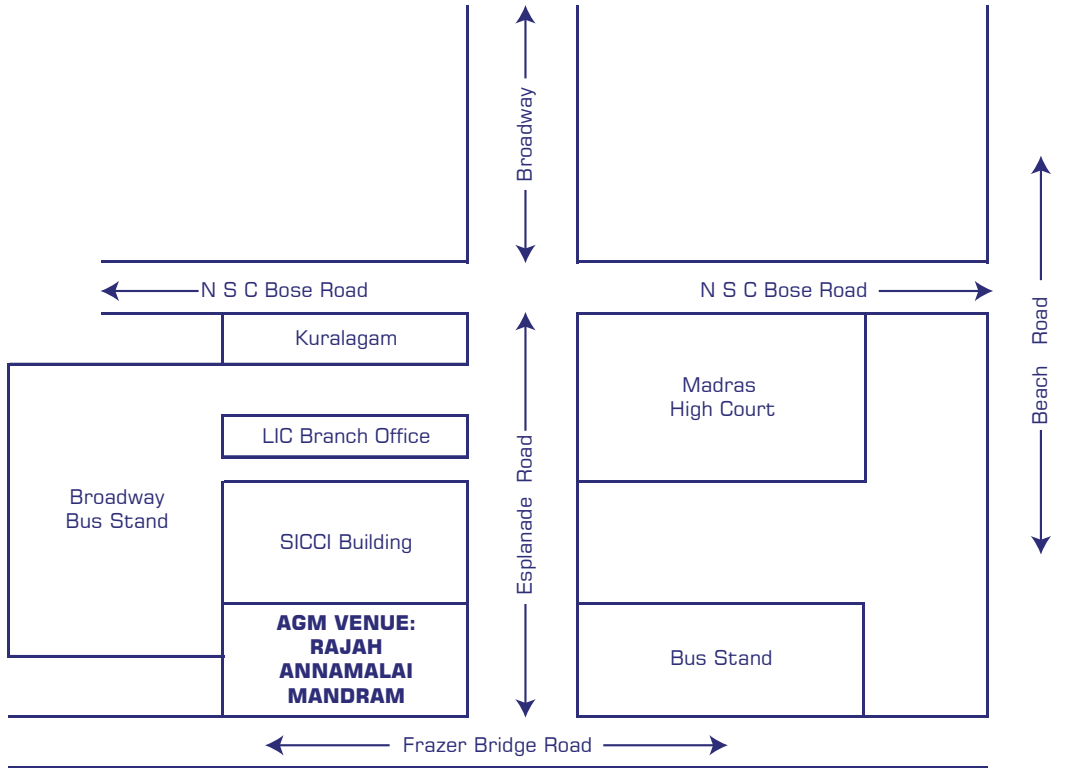
- F. Payment of minimum remuneration in the event of loss or inadequacy of profits.

In the event of loss or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration payable to Mr. KT Vijayagopal, (DIN 02341353). 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.

8. **To consider and if thought fit, to pass the following as an Ordinary Resolution to ratify the remuneration to the Cost Auditors for the year 2015-16**

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder, the remuneration of Rs. 2,00,000/- (Rupees two lakhs only) to M/s. M Krishnaswamy and Co., Cost Accountants, Chennai for the year 2015-16 be and is hereby ratified.

Land Mark for the AGM Venue: opposite to Western Entrance of Madras High Court



IMPORTANT NOTES:

1. The Register of Members and Share Transfer books of the Company will remain closed from 14th September 2016 to 22nd September 2016 (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. **The Proxy holder shall prove his/her identity at the time of attending the Meeting.**
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. The details of unpaid dividend relating to the years 2010-11 and 2011-12 as on 22nd September 2015, being the date of last AGM is available in the website of the Company www.tnpetro.com.
6. 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.
7. 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.

8. Details under Regulation 27 of the Listing Regulations with the Stock Exchange in respect of the Directors seeking appointment/reappointment 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.
9. Electronic copy of the Full version of the Annual Report for the year 2015-16 and the notice of the 31st AGM are being sent to all the members whose email IDs are registered with the Company/Depository Participant(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.
10. 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 scan copy of the request, duly signed.
11. Pursuant to the stipulations in Regulation 44 of 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 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 provided in the notes forming part of the notice.
12. **A person who has participated in e-voting is not debarred from participating in the meeting physically though he/she shall not be able to vote in the meeting again and his/her 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. However as per Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended, facility for voting shall be made available at the meeting by polling papers and members who have not cast their vote by e-voting shall be entitled to exercise their right at the meeting.**
13. 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.
14. 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.
15. 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.
16. Due notices have been received under Section 160 of the Companies Act, 2013 with regard to the appointment of directors proposed under item 4 & 6.
17. **Members may note that as per the Secretarial Standard – 2 notified by the Government, no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting and hence the practice of distribution of packed items is being discontinued.**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, REGULATION 27 OF THE LISTING REGULATIONS & SECRETARIAL STANDARD ON GENERAL MEETINGS

The following statements sets out all material facts relating to the special business mentioned in the accompanying notice:

Item No.4 & 5

At the meeting held on 1st February 2016, Mr D Senthikumar (DIN 00202578) was appointed as an Additional Director of the Company effective from 18th February 2016. Pursuant to the recommendations of the Nomination and Remuneration Committee (NRC) he has also been appointed as the Whole-time Director (Operations) for a period of three years, subject to approval of the Members. As per Section 161 of the Companies Act, 2013, he holds office till the ensuing AGM and it is proposed to appoint him as a Director under section 152 of the Companies Act, 2013 for which the required notice and deposit under section 160 of the Act have been received. It is also proposed to seek approval of the Members for his appointment and remuneration as Whole-time Director (Operations).

Mr D Senthikumar, 52 holds B.TECH (Chemical Engineering Degree) from Anna University and also completed his EMBA in IIBM. He has more than 25 years of experience in the industry. He started his career as a trainee in TPL and became the AVP (Operations). He has handled many areas in TPL and has good knowledge about the operations and other functions of all the units of the Company. His qualification and knowledge about TPL will be very useful to the Company. Presently he is a Director of TPL Employees Welfare Foundation. He does not hold any shares in the company and does not have any pecuniary relationship with the other Directors/Key Managerial Personnel of the company. He is a member of the Risk Management Committee and Stakeholders Relationship Committee of TPL.



The details of remuneration to Mr. Senthikumar as recommended by the NRC and approved by the Board are furnished in the resolution.

Statement pursuant to Clause (iv) of second proviso to Paragraph B of Section II of Part II of Schedule V of 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 D Senthikumar (DIN 00202578) 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 as set out in Items 4 and 5.

Item No.6 & 7

At the meeting held on 1st February 2016, Mr. KT Vijayagopal (DIN 02341353) was appointed as an Additional Director of the Company effective from 1st February 2016. Pursuant to the recommendations of the Nomination and Remuneration Committee (NRC) he has also been appointed as the Whole-time Director (Finance) for a period of three years, subject to approval of the Members. As per Section 161 of the Companies Act, 2013, he holds office till the ensuing AGM and it is proposed to appoint him as a Director under section 152 of the Companies Act, 2013 for which the required notice and deposit under section 160 of the Act have been received. It is also proposed to seek approval of the Members for his appointment and remuneration as Whole-time Director (Finance).

Mr. KT Vijayagopal, 51 is a graduate in Commerce and a Fellow member of the Institute of Chartered Accountants of India (ICAI). He has more than 25 years of experience major portion of which has been in Oil & Gas, Power, Engineering and Manufacturing sectors. He has held various leadership positions in multinational companies & premier Indian Companies which include Board level assignments in M/s. Dodsai Engineering and Construction (India) Private Limited, AE&E I.D.E.A (India) Private Limited and AE&E Chennai Works Public Limited. He worked with M/s Cairn Energy a Scottish Company between 2000 and 2008. His last assignment was with EDAC Engineering Limited as Managing Director. He has widely travelled and has worked with various nationalities like British, Canadians, Americans etc., In addition to the general corporate experience, his commercial acumen combined with people skills is expected to be useful to the Company. Presently he is a Director of TPL Employees Welfare Foundation. He doesn't hold any committee memberships. He holds 200 equity shares in the company but does not have any pecuniary relationship with the other Directors/Key Managerial Personnel of the company.

Statement pursuant to Clause (iv) of second proviso to Paragraph B of Section II of Part II of Schedule V of 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. KT Vijayagopal (DIN 02341353) 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 as set out at Items 6 and 7.

Item No. 8

The Board vide circular resolution dated 9th September 2015 had appointed M/s M. Krishnaswamy & Co., Cost Accountants, Chennai as the Cost Auditors for the year 2015-16 on a remuneration of Rs.2,00,000/- [Two Lakhs only] as recommended by the Audit Committee of the Company. As per Section 148 of the Act read with Companies (Audit and Auditors), Rules 2014, remuneration to the Cost Auditor as recommended by Audit Committee, and approved by the Board is to be ratified by the Members and hence the same is placed for consideration and approval at the AGM.

The Board recommends the resolution for consideration of the Members.

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

Regd.Office
Manali Express Highway
Manali, Chennai-600 068
5th Aug 2016

By order of the Board
for Tamilnadu Petroproducts Limited
D Hem Senthil Raj
Company Secretary

STATEMENT PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. 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 taken over by the Company during Aug'2000	
				(Rs.in crores)
(3) Financial Performance	Financial parameters	2012-13	2013-14	2014-15
	Turnover	1063.94	961.43	700.63
	Profit After Tax (PAT)	(37.30)	(53.07)	38.15
(4) Export performance, net foreign exchange earnings and collaborations:	Foreign Exchange Earnings	54.74	22.68	38.45

II. INFORMATION ABOUT THE APPOINTEE:

a. Mr. D. Senthikumar (DIN:00202578):

(1) Background details	Furnished in statement enclosed.
(2) Past Remuneration	This is the first appointment of Mr. D. Senthikumar (DIN 00202578) as the Whole-time Director (Operations) of the Company.
(3) Job Profile and Suitability	As Whole-time Director of the Company he will be responsible for the Plant-Operations, Projects and other matters of the Company, subject to the superintendence, guidance and control of the Board of Directors of the Company from time to time. He is also the Key Management Personnel under section 203(1)(i) of the Companies Act, 2013. Taking into account his previous experience, educational background, knowledge about the industry 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 resolutions. He is also the Chief Financial Officer of the Company under section 203(1)(i) of the Companies Act, 2013. Taking into account his previous experience, educational background, knowledge about the industry 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.
(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 proposed appointee.
(6) Pecuniary relationship, directly or indirectly with the Company / relationship with Managerial personnel, if any	Mr D Senthikumar (DIN 00202578) has no pecuniary relationship with the Company, directly or indirectly (except to the extent of the remuneration received / receivable by him from the Company).

b. Mr. K.T.Vijayagopal:

(1) Background details	Furnished in statement enclosed.
(2) Past Remuneration	This is the first appointment of K.T.Vijayagopal (DIN: 02341353) as the Whole-time Director (Finance) of the Company.
(3) Job Profile and Suitability	As Whole-time Director (Finance) of the Company he will be responsible for management of financial affairs of the Company, subject to the superintendence, guidance and control of the Board of Directors of the Company from time to time.
(4) Remuneration proposed to the Appointee	Details furnished in the relevant resolutions.
(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 proposed appointee.
(6) Pecuniary relationship, directly or indirectly with the Company / relationship with Managerial personnel, if any	K.T.Vijayagopal (DIN: 02341353) has no pecuniary relationship with the Company, directly or indirectly (except to the extent of the remuneration received / receivable by him from the Company).



III. OTHER INFORMATION

Reasons of 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 though there was operating loss, the company posted a profit after tax of Rs. 38.15 crores including profit from sale of property and net impairment of some of the fixed assets. The major reason for the operating loss during the year was shut down of the plant in the 3rd and 4th quarter due to flooding and competition from overseas suppliers. During the year 2016-17 the operations of the company have improved through better customer management and increased production of Normal Paraffin.

For more information please refer to the Reports of the Directors and Management Discussion & Analysis Report.

IV. OTHER DISCLOSURES

1	Information on remuneration package	- Details furnished in the relevant resolutions.
2	Other disclosures	- Information on elements of remuneration, components, terms of service and stock option are furnished in the resolutions /Report on Corporate Governance annexed to the Report of the Board of Directors.

Chennai-600 068
5th Aug 2016

By order of the Board
for Tamilnadu Petroproducts Limited
D Hem Senthil Raj
Company Secretary

BRIEF PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT AT 31ST AGM

Mr. T.K.Arun, aged 56, nominee of Tamilnadu Industrial Development Corporation Limited (TIDCO) and also a Director of TPL since 23-10-2008, holds a Degree in commerce and is an Associate member of the Institute of Company Secretaries of India (ICSI), New Delhi. He is the Senior General Manager and Secretary of TIDCO, Chennai, wholly owned by Government of Tamilnadu. He also serves as the Nominee Director in companies assisted by TIDCO.

Mr. Arun's expertise includes structuring of Public Private Partnerships (PPPs) for Infrastructure Projects including Water, Ports and Roads, PPP Documentation viz., Concession Agreements and related Contracts, Bid Process Outsourcing, Bid Process Management; Contract drafting/negotiation, Contract Management and Arbitration.

Mr. Arun does not hold any Shares in the Company. He does not have any pecuniary relationship with the other Directors/Key Managerial Personnel of the company. He is a Director of Southern Petrochemical Industries Corporation Limited (SPIC), Tamilnadu Petroproducts Limited (TPL), Manali Petrochemicals Limited (MPL), Ascendas IT Park (Chennai) Limited (Ascendas), Tanflora Infrastructure Park Limited (Tanflora), TIDEL Park Limited (TIDEL), Titan Company Limited (TCL), Titan Timeproducts Limited (TTL), TRIL Infopark Limited (TRIL) and Tamil Nadu Road Development Company Limited (TRDCL). The following are the details of his committee positions in other companies.

Audit Committee: Tanflora (Chairman), MPL, SPIC, Ascendas, TNRDCL, TCL and TRIL (Member). **Nomination and Remuneration Committee:** SPIC, MPL and TNRDCL (Member). **CSR Committee:** SPIC, MPL, Ascendas, TNRDCL and TCL (Member). **Risk Management Committee:** SPIC, MPL and TCL (Member). He is also a Member of **Stakeholders Relationship Committee** of TCL.

INSTRUCTIONS FOR EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS

- (i) The voting period begins on **19th September 2016 (09.00 am)** and ends on **21st September 2016 (5.00 pm)** 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.
- (ii) Shareholders who have already voted electronically prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter their Folio Number allotted by the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Sequence Number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth(DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Manali Petrochemicals Limited and you will be directed to the E-Voting Screen.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for 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 as Corporates.
 - 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.
 - 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

**REQUEST TO SHAREHOLDERS FOR INFORMATION UNDER SECTION 88 OF
THE COMPANIES ACT, 2013 AND TO REGISTER THEIR E-MAIL IDs**

- As per Section 88 of the Companies Act, 2013 (the Act) the Register of Members is required to be updated with certain additional particulars, such as PAN, CIN/UIN etc. Persons holding shares in physical form are requested to furnish the relevant information to enable the Company to comply with the said requirements of the Act.
- The Ministry of Corporate Affairs and the Securities Exchange Board of India have, as part of their Green Initiative permitted the companies to send the annual report, notices and other communication to the shareholders in electronic form. As per Rule 18 of the Companies (Management & Administration) Rules, 2014 the Company shall provide an advance opportunity at least once in a financial year, to the member to register his e-mail address and changes therein. Accordingly for receiving the annual report and other communication from the Company electronically, all the members who hold shares in physical form are requested to register their e-mail ids with the Registrar and Share Transfer Agents in the format appended. Members holding shares in demat form may kindly furnish their details to their Depository Participant.

The information may be filled in the below form duly signed and sent to the Registrar and Share Transfer Agents through post, courier or by e-mail in the scanned copy of the duly signed form.

Cameo Corporate Services Limited,
Unit: Tamilnadu Petroproducts Limited
 Subramanian Building
 1 Club House Road, Chennai 600 002
 E-mail: investor@cameoindia.com

Dear Sirs,

As requested I am furnishing the additional particulars relating to my holding in the above Company, which may kindly be registered.

Name of the Sole/First Holder	
Folio No.	
E-mail id	
PAN	
CIN/UIN	

I also hereby register for receipt of communication including notices and annual reports electronically to the above e-mail address.

Thanking you

Yours faithfully

Place:

Date:

Signature



Tamilnadu Petroproducts Limited

CIN:L23200TN1984PLC010931

Registered Office & Factory: Manali Express Highway, Manali, Chennai – 600 068
Tel: 25945588, Fax: 25945588, E Mail: secy-legal@tnpetro.com, Website: www.tnpetro.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 31st ANNUAL GENERAL MEETING of the Company held at **RAJAH ANNAMALAI MANDRAM**, Esplanade Road (Near High Court), Chennai - 600 108 at 10.30 A.M. on Thursday, the 22nd September, 2016.

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



Tamilnadu Petroproducts Limited

CIN:L23200TN1984PLC010931

Registered Office & Factory: Manali Express Highway, Manali, Chennai – 600 068
Tel: 25945588, Fax: 25945588, E Mail: secy-legal@tnpetro.com, Website: www.tnpetro.com

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) holding _____ 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 31st Annual General Meeting of the Company, to be held on Thursday, the 22nd September, 2016 at 10:30 A.M. at **RAJAH ANNAMALAI MANDRAM**, 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
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(Tick Mark the Sl. No. of Resolutions for which the proxy is appointed)

Signed this _____ day of _____ 2016.

Affix
30 paise
Revenue
Stamp

Signature of Shareholder(s) _____

Notes:

- 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
- 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.
- The Proxy holder shall prove his / her identity at the time of attending the Meeting.



TAMILNADU PETROPRODUCTS LIMITED

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

CIN: L23200TN1984PLC010931

E Mail: secy-legal@tnpetro.com

Website: www.tnpetro.com