



**TAMILNADU PETROPRODUCTS LIMITED**

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**NOTICE OF THE ANNUAL  
GENERAL MEETING**

**7<sup>th</sup> AUGUST 2018**

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**33<sup>RD</sup> ANNUAL REPORT  
2017-18**

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## NOTICE FOR THE THIRTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company will be held at 11.00 AM on Tuesday, the 7<sup>th</sup> August 2018, 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 31<sup>st</sup> March 2018 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 Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March 2018 and the Reports of Directors, Auditors and Secretarial Auditor be and are hereby received, considered and adopted.

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

**RESOLVED THAT** pursuant to the recommendation of the Board of Directors, a dividend of fifty paise per equity share on 89,971,474 Equity Shares of ₹10/- each, absorbing ₹450 lakh (Rupees four hundred and fifty lakh only), subject to rounding off, is declared out of the profits for the year ended 31<sup>st</sup> March 2018 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 7<sup>th</sup> August 2018 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 31<sup>st</sup> July 2018.

3. **To reappoint Mr. Ashwin C Muthiah (DIN: 00255679), Director 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 Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Mr. Ashwin C Muthiah (DIN: 00255679), 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.

4. **To fix the remuneration of Auditors for the year 2018-19 by passing the following as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to section 142 of the Companies Act, 2013, the Rules made thereunder and as recommended by the Audit Committee, the remuneration to M/s. R.G.N. Price & Co., Chartered Accountants, Chennai having ICAI Registration Number 002785S, the Auditors of the Company for the year 2018-19 is fixed as ₹20,00,000/- (Rupees twenty lakh only) for audit and related services plus reimbursement of out of pocket expenses and applicable taxes.

### SPECIAL BUSINESS

5. **To consider and if thought fit, to pass the following as an Ordinary Resolution for appointing Mr. K. Gnanadesikan, IAS, (DIN: 00111798) 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. K. Gnanadesikan, IAS, (DIN: 00111798) be and is hereby appointed as a Director of the Company not liable to retire by rotation.

6. **To consider and if thought fit, to pass the following as an Ordinary Resolution for appointing Mr. Ramesh Chand Meena, IAS, (DIN: 08009394) 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. Ramesh Chand Meena, IAS, (DIN: 08009394) 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 an Ordinary Resolution for appointing Mr. S Visakan, IAS, (DIN: 06578414) 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. S Visakan, IAS, (DIN: 06578414) be and is hereby appointed as a Director of the Company liable to retire by rotation.

8. **To consider and if thought fit, to pass the following as a Special Resolution for approving increase in remuneration to Mr. D Senthikumar, (DIN: 00202578) the Whole-time Director (Operations).**

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals as may be required, consent of the Members be and is hereby accorded for the increased remuneration to Mr. D Senthikumar, (DIN: 00202578), Whole-time Director (Operations) with effect from 1<sup>st</sup> April 2018 on the following terms and conditions:

A. Remuneration:

- i. Basic Salary ₹1,92,500/- per month
- ii. Other Allowances and Perquisites ₹1,36,500/- per month
- iii. Annual Performance pay, not exceeding ₹16.50 lakh

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

- B. 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.

- C. 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.

- G. All other terms and conditions of appointment and remuneration shall remain the same.

9. **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 2017-18**

**RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder, the remuneration of ₹2,00,000/- (Rupees two lakhs only) to M/s. M Krishnaswamy and Co., Cost Accountants, Chennai for the year 2017-18 be and is hereby ratified.

**Regd.Office:**

Manali Express Highway  
Manali,  
Chennai-600 068  
5<sup>th</sup> June 2018

By order of the Board  
**For Tamilnadu Petroproducts Limited**

K Priya  
**Company Secretary**

### IMPORTANT NOTES:

1. The Register of Members and Share Transfer books of the Company will remain closed from 1<sup>st</sup> August 2018 to 7<sup>th</sup> August 2018 (both days inclusive) in connection with the Annual General Meeting (AGM) and payment of dividend.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013("the Act"), which sets out details relating to Special Business at the meeting, is annexed hereto.
3. Particulars 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.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF SELF. 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 and shall not be entitled to speak at the meeting, but only vote on poll, if the member has not exercised e-voting.**
5. 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.
6. Electronic copy of the full version of the Annual Report for the year 2017-18 and the notice of the 33<sup>rd</sup> AGM are being sent to all the members whose E-mail 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 are being sent in the permitted mode. These members are requested to register their e-mail ids with the DP/Registrar and receive full version of the Annual Report and other communications in electronic form to contribute their mite to green environment.
7. Full version of the Annual Report and the Notice of the AGM are available in the Company's website viz., [www.tnpetro.com](http://www.tnpetro.com). Members desirous of receiving printed copy of the complete annual report may send a request in writing to the Registrar or the Company by post/courier or email with a scanned copy of the request, duly signed.
8. 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 Annexure to the Notice in Page no 12.
9. 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. 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.
10. As per SEBI guidelines, dividend is to be paid through electronic mode into the bank account as per the details furnished by the depositories. In case, electronic payment is not possible, the bank account

details, if available will be printed on the warrant / other payment instrument. The Company is not permitted to entertain any direct request for deletion or change of such bank details.

11. As per Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has, accordingly, transferred ₹13,90,433/- being the unpaid and unclaimed dividend amount pertaining to the year 2009-10 to the IEPF on 3<sup>rd</sup> November 2017. The details of such transfer are available in the website of the Company.
12. The details of unpaid dividend relating to the years 2010-11 and 2011-12 as on 24<sup>th</sup> July 2017, being the date of last AGM is available in the website of the Company [www.tnpetro.com](http://www.tnpetro.com). The updated details of unpaid dividend as on the date of ensuing AGM relating to the years 2010 – 11 and 2011-12 will be uploaded in the website of the Company in due course.
13. Dividend for the year 2010-11 remaining unclaimed and unpaid will be transferred to IEPF during the month of November 2018. Shareholders who are yet to encash their dividend warrants are requested to contact the Company or Cameo Corporate Services Limited, the Registrar at an early date and lodge their claims.
14. As per the extant law, investors are entitled to claim the unpaid dividends transferred to the IEPF for which they are required to submit the request online in Form IEPF-5. The procedure for making the claim is available in the website of the Company and also the IEPF.
15. 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.
16. 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 Registrar.
17. SEBI vide circular dated 20<sup>th</sup> April 2018 has mandated the Company to collect copy of PAN and Bank account details from Members holding shares in physical form. Accordingly individual letters are being sent to those shareholders whose PAN and Bank account details are not available with the Company. Such shareholders are requested to provide the information at the earliest to the Company/RTA.
18. Members who have registered for e-communication are also entitled to receive communication in physical form by post, free of cost upon making a request for the same. For any information, the Members may also send requests to the Registrar.
19. Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may download the form available in the website of the Company and submit the same to the RTA. Those holding shares in demat form may approach their DP for registering the nominations.
20. All documents referred to in the accompanying Notice and the Explanatory Statement will 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 AGM.
21. 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.
22. **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 there will be no distribution of packaged items at the meeting venue.**

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)**

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

### **Item No.5**

**Mr. K Gnanadesikan, IAS, (DIN: 00111798)** Additional Chief Secretary, Industries Department, Government of Tamilnadu was appointed as an Additional Director of the Company at the Board Meeting held on 6<sup>th</sup> February 2018 and he holds office till the ensuing Annual General Meeting (AGM). A brief profile of the appointee is given in the Annexure.

Mr. K Gnanadesikan, IAS, 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.

The Board recommends the proposal for the consideration of the members as an Ordinary resolution. Except Mr. K Gnanadesikan, IAS, 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 as set out in Item 5.

### **Item No.6**

**Mr. Ramesh Chand Meena, IAS, (DIN: 08009394)**, Chairman and Managing Director of Tamilnadu Industrial Development Corporation Limited (TIDCO) was appointed as an Additional Director of the Company effective from 16<sup>th</sup> January 2018 and he holds office till the ensuing AGM. Proposal has been received for his appointment as a Director of the Company under Section 160 of the Act. A brief profile of the appointee is given in the Annexure.

Mr. Ramesh Chand Meena, IAS, 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.

The Board recommends the proposal for the consideration of the members as an Ordinary resolution. Except Mr. Ramesh Chand Meena, IAS, 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 as set out in Item 6.

### **Item No.7**

**Mr. S Visakan IAS, (DIN: 06578414)**, Executive Director of TIDCO was appointed as an Additional Director of the Company effective from 5<sup>th</sup> June 2018 and he holds office till the ensuing AGM. Proposal has been received for his appointment as a Director of the Company under Section 160 of the Act. A brief profile of the appointee is given in the Annexure.

Mr. S Visakan I.A.S, 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.

The Board recommends the proposal for the consideration of the members as an Ordinary resolution. Except Mr. S Visakan I.A.S, 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 as set out in Item 7.

The Company has received proposals for appointment of the Directors under item 4,5&6 which have been recommended by the Nomination and Remuneration Committee. Hence pursuant to provisions of Section 160, no deposit is required for complying the Section.

### **Item No.8**

Based on the recommendation of the Nomination and Remuneration Committee, the Board at the Meeting held on 14<sup>th</sup> May 2018 approved increased remuneration to Mr. D Senthikumar, (DIN: 00202578), Wholetime Director (Operations) as detailed in the Resolution, subject to approval of the Shareholders. The revised remuneration is considered reasonable taking into account various factors including but not limited to the performance of the Company, the individual, remuneration to similarly placed executives in other companies and the like.

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

The Board recommends the proposal for the consideration of the members. Except Mr. D Senthikumar, 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 as set out in Item 8.



## Item No. 9

At the Board Meeting held on 5<sup>th</sup> September 2017, M/s M. Krishnaswamy & Co., Cost Accountants, Chennai has been appointed as the Cost Auditor of the Company for the year 2017-18 on a remuneration of ₹2,00,000/- [Rupees two lakh 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. None of the 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  
5<sup>th</sup> June 2018

By order of the Board  
**For Tamilnadu Petroproducts Limited**

K Priya  
**Company Secretary**

## INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED AT THE 33<sup>RD</sup> AGM.

### Items 3, 5, 6, 7 & 8 of the Notice

#### Brief Profiles of the proposed appointees

**Mr. Ashwin C Muthiah (DIN: 00255679)**, aged 52, appointed as a Director of the Company on 23<sup>rd</sup> July 2001 is a Graduate in Commerce from University of Madras and has a Master's Degree in Business Administration from Philadelphia University. He heads the operations of the business house founded by Dr M A Chidambaram with interest in fertilizers, petrochemicals, trading, shipping and off-shore services. He is the Chairman of Manali Petrochemicals Limited (MPL), Sicagen India Limited (SIL), and Southern Petrochemicals Industries Corporation Limited (SPIC).

He is a Director of Mitsuba Sical India Limited, AMI Holdings Private Limited, Bengal Auto Parts Pvt Ltd, ACM Medical Foundation, ACM Educational Foundation, AM Foundation, MAC Spin Foundation, and SPIC Group Companies Employees Welfare Foundation.

He is the Chairman of the Corporate Social Responsibility (CSR) Committee of MPL, TPL, SPIC and SIL. Also he is the Chairman of Stakeholders' Relationship Committee (SRC) of MPL and a member of SRC of TPL and Nomination and Remuneration Committee (NRC) of TPL, SPIC and MPL.

**Mr. K. Gnanadesikan, IAS, (DIN: 00111798)**, aged 59, holds B.E. (Hons) (E&CE) and M.Soc.Sc (UK) Degrees. During his career spanning over three decades, he has held key positions in Government of Tamilnadu in Departments of Finance, Home, Electricity, Revenue Administration, Industries, School Education etc., and was the Chief Secretary to Government of Tamil Nadu during December 2014 to August 2016.

Mr. K. Gnanadesikan, IAS served as the CMD of Tamil Nadu Electricity Board and CMD of Tamil Nadu Generation and Distribution Corporation Limited and as Chairman of Tamil Nadu Transmission Corporation Limited and Chairman and Managing Director of Tamilnadu Industrial Development Corporation Limited (TIDCO). He has also held charge as Vigilance Commissioner and Commissioner for Administrative Reforms.

At present he serves as the Additional Chief Secretary, Industries Department, Government of Tamilnadu. He is also Chairman and Director of State Industries Promotion Corporation of Tamilnadu Limited, Titan Company Limited (TCL), TIDEL Park Limited, Tamilnadu Cements Corporation Limited, Tamilnadu Minerals Limited, Tamilnadu Newsprint & Papers Limited, Tamilnadu Industrial Investment Corporation Limited and a Director of Tamilnadu Industrial Development Corporation Limited (TIDCO), Tamilnadu Generation and Distribution Corporation Limited, Tamilnadu Trade Promotion Organization (Sec.8 Company). He is also a Member of Tamilnadu Industrial Guidance and Export Promotion Bureau (Society), Chennai Metropolitan Development Authority, Mono Rail Empowered Committee and Director of Entrepreneurship Development Institute.

**Mr. Ramesh Chand Meena, IAS, (DIN: 08009394)**, aged 52, holds B. Tech (Electrical) and M. Tech (Communication and Radar Engineering) degrees. He has more than 25 years of experience in public administration and has held critical and important positions in the Government of Tamil Nadu.

At present he serves as Chairman and Managing Director of Tamilnadu Industrial Development Corporation Limited (TIDCO). He is also Chairman and Director of TICEL Bio Park Limited, TIDEL Park Coimbatore Limited and a Director of State Industries Promotion Corporation of Tamilnadu Limited, TIDEL Park Limited, Titan Company Limited (TCL), TRIL Infopark Limited (TIL), L&T Shipbuilding Limited, Mahindra World City Developers Limited, Tamilnadu Trade Promotion Organisation ( a Sec.8 Company), Electronics Corporation of Tamil Nadu Limited (ECTL). He is also a Member of Tamilnadu Industrial Guidance and Export Promotion Bureau (Society).

He is a member of Audit Committee of TCL, TIL, ECTL and Nomination and Remuneration Committee (NRC) and CSR Committee of TIDCO and TCL. He is a member of all the Committees of TPL.

**Mr. S Visakan IAS, (DIN: 06578414)**, aged 47, holds B. E and MBA degrees. He is a 2014 batch IAS Officer who has held many key positions in various departments in the Government of Tamil Nadu. At present he serves as Executive Director of Tamilnadu Industrial Development Corporation Limited and he is also Director of Tamilnadu Polymer Industries Park Limited.

None of the above appointees hold any shares in the Company nor has any relationship with other Directors or other Key Managerial Personnel of the Company. The details of meetings attended by these Directors during the year 2017-18 are furnished in the Corporate Governance Report.

**STATEMENT PURSUANT TO CLAUSE (IV) OF SECOND PROVISO TO PARAGRAPH B TO SECTION II OF PART II OF SCHEDULE V TO THE ACT**

**I. GENERAL INFORMATION**

(1) Nature of Industry	Chemical and Petrochemical (Manufacture and Sale of Linear Alkyl Benzene, Caustic Soda and Chlorine & Derivatives).			
(2) Commencement of commercial Production	Linear Alkyl Benzene - April 1988 Caustic Soda and Chlorine & Derivatives - The Chlor Alkali plant owned by SPIC was taken over by the Company during August 2000.			
(3) Financial Performance	(₹ in Crore)			
	<b>Financial Parameters</b>	<b>2015-16</b>	<b>2016-17</b>	<b>2017-18</b>
	Turnover	700.63	888.85	1048.90
	Profit After Tax	38.15	9.30	46.71
(4) Performance	Foreign Exchange Earnings	38.45	26.68	3.84
(5) Foreign investments or collaborations, if any	The Company has invested ₹ 96 crore in its Wholly Owned Subsidiary Certus Investments and Trading Limited, Mauritius.			

**II. INFORMATION ABOUT THE WHOLE-TIME DIRECTOR:**

(1) Name	Mr. D Senthikumar (DIN: 00202578)
(2) Background details	He is 54 years old and 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 WTD (Operations) w.e.f. 01.02.2016
(3) Past Remuneration	₹40 lakh per annum including ₹10 lakh as annual Performance Pay and all other allowances including contribution to Provident and Other Funds, leave gratuity and other benefits in accordance with applicable law/service rules of the Company till 31.03.2018.
(4) Job Profile and Suitability	As Whole-time Director (Operations) 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, past performance in TPL and the nature and size of operations of the Company, he is a fit and proper person to be the Whole-time Director (Operations) of the Company.



(4) Remuneration proposed to the Appointee	As given in the Special 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 proposed appointee.
(6) Pecuniary relationship, directly or indirectly with the Company / relationship with Managerial personnel, if any	NIL

### III. OTHER INFORMATION

1	Reasons for loss or inadequacy of profits	Not applicable.
2	Steps taken or proposed to be taken for improvement	Does not arise.

### 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.

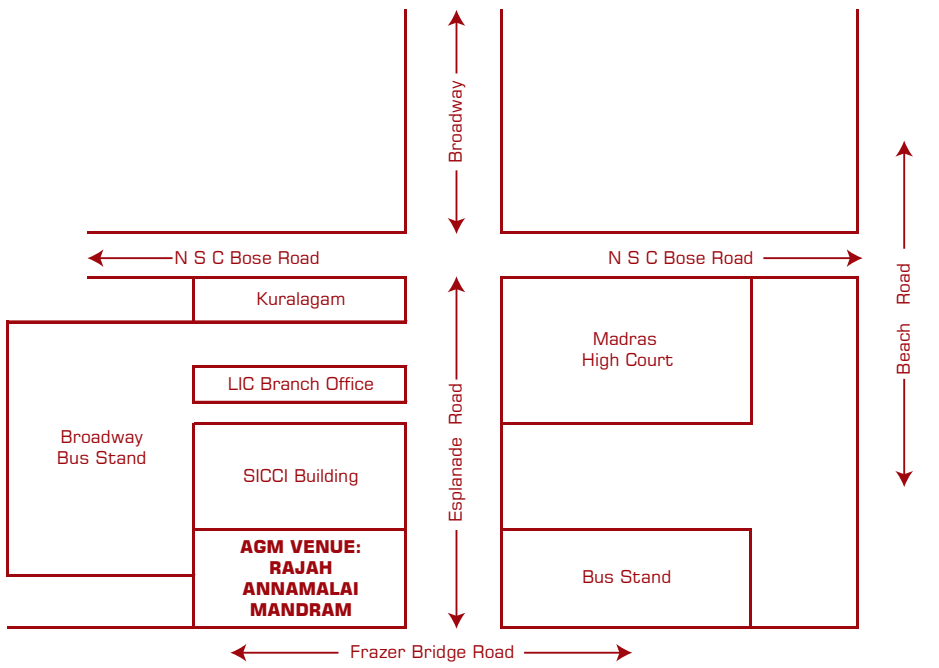
#### Regd.Office:

Manali Express Highway  
Manali,  
Chennai-600 068  
5<sup>th</sup> June 2018

By order of the Board  
**For Tamilnadu Petroproducts Limited**

K Priya  
**Company Secretary**

### LAND MARK FOR THE AGM VENUE: OPPOSITE TO WESTERN ENTRANCE OF MADRAS HIGH COURT



### INSTRUCTIONS FOR EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS

- (i) The voting period begins on **4<sup>th</sup> August 2018 at 9.00 AM and ends on 6<sup>th</sup> August 2018 at 5.00 PM**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 31<sup>st</sup> July 2018 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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.



TPL

- (xii) Click on the EVSN for Tamilnadu Petroproducts 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

1. 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.
2. 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](mailto: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

Telefax: 25945588, E Mail: [secy-legal@tnpetro.com](mailto:secy-legal@tnpetro.com), Website: [www.tnpetro.com](http://www.tnpetro.com)

**ATTENDANCE SLIP**

TPL

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 33<sup>rd</sup> ANNUAL GENERAL MEETING of the Company held at **RAJAH ANNAMALAI MANDRAM**, Esplanade Road (Opp to High Court), Chennai - 600 108 at 11.00 AM on Tuesday, the 7<sup>th</sup> August, 2018.

NAME OF PROXY IN BLOCK LETTERS
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SIGNATURE OF THE SHAREHOLDER/PROXY*
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\* 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

Telefax: 25945588, E Mail: [secy-legal@tnpetro.com](mailto:secy-legal@tnpetro.com), Website: [www.tnpetro.com](http://www.tnpetro.com)

**PROXY FORM**

TPL

[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 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Tuesday, the 7<sup>th</sup> August, 2018 at 11:00 AM at **RAJAH ANNAMALAI MANDRAM**, Esplanade Road (Opp to 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
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(Tick Mark the Sl. No. of Resolutions for which the proxy is appointed)

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Affix 30 paise Revenue Stamp
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Signature of Shareholder(s) \_\_\_\_\_

Notes:

- a. 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
- b. 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.
- c. 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](mailto:secy-legal@tnpetro.com)

Website: [www.tnpetro.com](http://www.tnpetro.com)