



Tamilnadu Petroproducts Limited

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

CIN: L23200TN1984PLC010931

Website: www.tnpetro.com; e-mail: secy-legal@tnpetro.com;

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) for obtaining the consent of the Members through Postal Ballot for the following proposals as Special Business:

Special Resolutions:

1. Approval for appointment of Ms. Rita Chandrasekar (DIN: 03013549) as an Independent Director of the Company.
2. Approval for the payment of remuneration to Non-Executive Directors of the Company for the year 2023-24.

The Resolutions to be passed for the aforesaid proposals, together with the Explanatory Statement pursuant to Section 102(1) of the Act, the information required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“The Listing Regulations”) and Secretarial Standard - 2 (SS-2) are appended.

By Order of the Board
For Tamilnadu Petroproducts Limited

Place : Chennai
Date : May 14, 2024

Sangeetha Sekar
Company Secretary

Important Notes:

1. This Notice is being sent only in electronic form, in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular No: 09/2023 dated 25th September 2023, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, June 7, 2024 and who have registered their email id with the Company / Depository Participants.
2. The Notice has also been placed on the Company's website viz., www.tnpetro.com and CDSL website viz., <https://www.evotingindia.com/> for use by the Members.
3. The Postal Ballot facility through e-Voting is being provided to the Members in accordance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules thereunder and Regulation 44 of The Listing Regulations read with the relevant Circulars.
4. The Company has engaged the services of CDSL to provide e-Voting facility, enabling the Members to cast their votes electronically in a secure manner.
5. Detailed guidance for participating in the Postal Ballot through e-Voting is appended to this Notice.
6. The e-Voting will commence on Friday, June 14, 2024, at 9:00 AM IST and end on Saturday, July 13, 2024 at 5:00 PM IST.
7. In terms of the resolution passed by the Board of Directors on May 14, 2024, pursuant to Rule 22(5) of the Rules, M/s. B Chandra & Associates, Practising Company Secretaries, Chennai, have been appointed as the Scrutinizer, for conducting the voting by Postal Ballot through electronic means in a fair and transparent manner.

8. After completion of the scrutiny of voting, the Scrutinizer will submit their report on the results to the Whole-time Directors of the Company or any person authorized by them. The results will be announced by the Whole-time Directors of the Company, on or before Tuesday, July 16, 2024 by placing it along with the Scrutinizer's Report on the Company's website www.tnpetro.com, the website of the Agency (CDSL) and also will be communicated to the Stock Exchanges as required under the relevant law.
9. The last date of voting, i.e., Saturday, July 13, 2024 will be taken to be the date of passing of the resolutions in this Notice.
10. Members requiring any clarification may contact the Company Secretary & Compliance officer at the registered office of the Company at the address given above or through e-mail viz., secy-legal@tnpetro.com.
11. Grievances, if any, connected with e-Voting may be address to Mr. Rakesh Dalvi, Sr. Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mills Compound, N M Joshi Marg, Lowel Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on Toll Free No.: 1800 22 55 33
12. Non-Individual Members shall make sure that the Power of Attorney or as the case may be certified copy of the Board Resolution to exercise the voting on behalf of the entity has been duly registered or provided to the Scrutinizer through e-mail: bchandraassociates@gmail.com.

RESOLUTIONS

1. **Approval for appointment of Ms. Rita Chandrasekar (DIN: 03013549) as an Independent Director of the Company**

To consider and if thought fit, to give assent/dissent to the following as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, the appointment of Ms. Rita Chandrasekar (DIN: 03013549) as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of 5 (five) consecutive years effective from 14th May 2024 upto 13th May 2029 be and is hereby approved.

2. **Approval for the payment of remuneration to Non-Executive Directors of the Company for the year 2023-24**

To consider and if thought fit, to give assent/dissent to the following as a **Special Resolution**:

RESOLVED THAT

- a. Pursuant to the provisions of Section 197 of the Companies Act, 2013 read with the rules made thereunder, Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and Article 126(c) of Articles of Association of the Company, the approval of members be and is accorded for payment of remuneration to the Non-Executive Directors of the Company for the year 2023-24 as detailed below, subject to deduction of tax as applicable:

SI. No.	Name	Amount (in ₹)
01	Mr. S Krishnan IAS %	1,00,000
02	Mr. Ashwin Muthiah	5,00,000
03	Mr. Dhananjay N Mungale	4,00,000
04	Ms. Sashikala Srikanth	5,00,000
05	Mr. G D Sharma	5,00,000
06	Dr. N Sundaradevan, IAS (Retd.)	5,00,000
07	Mr. Debendranath Sarangi, IAS (Retd.)	5,00,000
08	Lt. Col. (Retd) C S Shankar	5,00,000
09	Ms. Jayashree Muralidharan, IAS %	2,00,000
10	Ms. R Bhuvaneshwari %	2,00,000
11	Mr. V Arun Roy, IAS**	1,00,000

Sl. No.	Name	Amount (in ₹)
12	Mr. Sandeep Nanduri, IAS**	1,00,000
13	Mr. S Senthil Kumar**	2,00,000
	Total remuneration	43,00,000

% Directors representing TIDCO resigned during the period November 2023 to December 2023 & their remuneration will be payable to TIDCO

***Directors representing TIDCO appointed during November 2023 & their remuneration will be payable to TIDCO*

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

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1:

Based on the recommendations of the Nomination and Remuneration Committee considering the skills, experience and expertise, the Board at its Meeting held on 14th May 2024 had approved the appointment of Ms. Rita Chandrasekar (DIN: 03013549) as an Additional Director under Section 152 of the Act, and as an Independent Director, not liable to retire by rotation for a period five consecutive years with effect from 14th May 2024 under Section 149 of the Act. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Rita Chandrasekar for the office of Director. Details in accordance with Regulation 36(3) of the Listing Regulations and Secretarial Standards on general meetings are disclosed herein as an annexure to this explanatory statement. Ms. Rita Chandrasekar has submitted a declaration to the board that, she meets the criteria of independence as provided under Section 149 of the Act as well as under applicable provisions of the Listing Regulations along with the consent to act as a Director. In the opinion of the Board, Ms. Rita Chandrasekar fulfills the conditions stipulated in the Act and Rules made thereunder and possess requisite skills, experience and expertise required for the role of an Independent Director. Her skills & experience would immensely benefit the Company. The Board recommends the appointment of Ms. Rita Chandrasekar as Non-Executive Independent Director, not liable to retire, for a period of 5 (five) consecutive years effective from 14th May 2024 upto 13th May 2029 to the Members for approval by way of Special Resolution as set out in the notice.

Item no. 2:

The Non-Executive Directors (NEDs) of the Company possess diverse knowledge and have rich experience in their respective areas of expertise. They provide critical and strategic advice on various matters and the Company is immensely benefitted from their guidance. They are paid sitting fees for attending the Board meeting, which do not commensurate with their contributions to the Company. So, it has been proposed that they be paid remuneration over and above the sitting fees, for FY 2023 - 24 as set out in the resolution. In terms of the Remuneration Policy of the Company, the aforesaid remuneration has been recommended by the Nomination & Remuneration Committee and approved by the Board at their respective meetings held on 14th May 2024.

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

Section 197 of the Act provides that the NEDs may be paid remuneration upto 1% of the net profits of the Company in the form of fee, remuneration or commission. In this connection, it may be noted that the proposed amount of ₹ 43 lakh is well within the limits fixed under the Act.

Under Regulation 17 of the Listing Regulations, any fee or other payments to NEDs are to be determined by the Board and requires approval of Members. Accordingly, approval of the Members is sought for the proposal by way of a Special Resolution. The Board recommends the resolution as set out in item no.2 of the Notice for approval of the members.

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

DISCLOSURE PURSUANT TO LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Name of the Director	Ms. Rita Chandrasekar
DIN	03013549
Date of Birth	19 th July 1956
Qualifications	Bachelor of Arts & Bachelor of Laws (BABL)
Experience, Skills and Expertise in specific functional area and Date of first appointment on the Board	<p>Ms. Rita Chandrasekar is a Partner in the leading Advocate firm M/s. Aiyar and Dolia, since 1984. The firm was established by her father late B. R. Dolia, in the year 1957. Her firm has been retained by several Public Sector Banks and Corporates.</p> <p>M/s. Aiyar and Dolia are also Advisers to many multinational Companies, Resident & NRI Clients regarding investment of funds, establishment of industries, purchase of immovable properties etc. She is the Standing Counsel for Chennai Metro Rail Limited.</p> <p>Date of first appointment : 14th May 2024</p>
Terms and conditions of appointment or re- appointment along with details of remuneration sought to be paid	<p>Appointment as an Independent Director of the Company for a period of 5 consecutive years with effect from 14th May 2024 upto 13th May 2029.</p> <p>Remuneration: Sitting fees / other Remuneration as approved by the Board/ Shareholders within the limits prescribed under the Companies Act, 2013.</p>
Membership / Chairmanship of Committees of the Board of Directors of the Company	Nil
Number of Meetings of the Board attended during the year	Not Applicable
Other Directorships and Membership / Chairmanship of Committees of other Boards	<p>Other Directorship (Listed Entities):</p> <ul style="list-style-type: none"> - Southern Petrochemical Industries Corporation Limited - Tuticorin Alkali Chemicals and Fertilizers Limited - Sicagen India Limited - India Radiators Limited <p>Member / Chairperson of Committee of other Boards:</p> <p>a. Audit Committee:</p> <ul style="list-style-type: none"> - Tuticorin Alkali Chemicals & Fertilizers Ltd - India Radiators Ltd - Chairperson <p>b. Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> - Sicagen India Limited - Chairperson - Tuticorin Alkali Chemicals & Fertilizers Ltd - India Radiators Ltd <p>c. Nomination and Remuneration Committee</p> <ul style="list-style-type: none"> - Tuticorin Alkali Chemicals & Fertilizers Ltd - India Radiators Ltd
Listed entities from which the director has resigned from directorship in the past three years	Nil
No of shares held in the Company (including Beneficial Ownership)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Justification for appointment as an Independent Director	As given in the explanatory statement

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

By Order of the Board
For Tamilnadu Petroproducts Limited

Place : Chennai
Date : 14th May 2024

Sangeetha Sekar
Company Secretary

GUIDANCE TO SHAREHOLDERS FOR POSTAL BALLOT THROUGH E-VOTING

1. The voting period begins on Friday, June 14, 2024, at, 9:00 AM IST and end on Saturday, July 13, 2024 at 5:00 PM IST. During this period, the shareholders of the Company holding shares either in physical form or dematerialized form, as on the June 7, 2024 (cut-off date) may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
2. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.
3. Pursuant to abovementioned SEBI Circular, login process for e-Voting for individual shareholders holding securities in Demat mode NSDL/CDSL are given below:

i. Shareholders holding securities with CDSL

- a) If you have opted for CDSL Easi / Easiest facility, you can login using your existing user id and password. The URL to login to Easi / Easiest is <https://web.cdslindia.com/myeasinew/home/login>. Alternatively, you can visit www.cdslindia.com and click on Login icon and select My Easi New (Token).
- b) After successful login, you will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the respective Company. On clicking the e-Voting option, you will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.
- c) Links are also provided to access the system of all the e-Voting Service Providers, so that you can visit the e-Voting service providers' website directly.
- d) If you are not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>.
- e) Alternatively, you may directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page or click on the below link: <https://evoting.cdslindia.com/Evoting/EvotingLogin/>. The system will authenticate your credentials by sending OTP on the registered Mobile & email as recorded in the Demat Account. On successful authentication, you will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

ii. Shareholders holding securities with NSDL

- a) If you are already registered for NSDL IDeAS facility, please visit the link: <https://eservices.nsd.com> and click on "Beneficial Owner" Tab under "Login" which is available under 'IDeAS' section. You will be re-directed to a page, where you have to enter User ID and Password. After successful authentication, you will be logged into the IDeAS portal. Click on "Access to e-Voting" under "Value Added Services" and you will be able to view e-Voting page. Click on the name of the Company or e-Voting service provider i.e. CDSL and you will be re-directed to CDSL website for casting your vote during the remote e-Voting period.
- b) If you are not registered for IDeAS Services, you may register using the link: <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> and follow the process mentioned above; (or)
- c) Open the URL: <https://www.evoting.nsd.com/> and on the home page of e-Voting services, click on "Login" under the 'Shareholder/Member/Creditor' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/ OTP and a Verification Code as shown on the screen. On successful authentication, you will be redirected to NSDL wherein you will be able to see e-Voting page. Click on the name of the Company name or e-Voting service provider i.e. CDSL and you will be redirected to CDSL website for casting your vote during the remote e-Voting period.

iii. Login through their Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you may click on e-Voting option that appears, which will redirect you to NSDL/CDSL website after successful authentication, wherein you can see e-Voting feature. Click on the name of the Company or e-Voting service provider i.e. CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period.

iv. Retrieving User Id/Password

Members who are unable to retrieve User ID/ Password, please use Forget User ID and Forget Password option available at respective website and follow the instructions for resetting the information.

v. Help Desk in case of log-in issues for demat holders:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

4. Physical Shareholders and Shareholders other than Individuals holding in Demat Form: Login method for e-Voting

- a. Access the link: www.evotingindia.com in your web browser and Click on “Shareholders/Members” Tab
- b. You will be re-directed to a page, where you can enter User ID as given below and login:
 - i. For CDSL: 16 digits beneficiary ID
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - iii. Shareholders holding shares in Physical Form to enter Folio Number
- c. Enter the Image Verification as displayed and Click on Login.
- d. If you are holding shares in demat form and had logged on to www.evotingindia.com and participated in any e-Voting process of any other Company earlier, then your existing password can be used.
- e. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is available in the e-mail forwarding the Annual Report.
Dividend Bank Details (or) Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <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.

- f. After entering these details appropriately, click on “SUBMIT” tab.

- g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h. For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- i. Click on the EVSN for Tamilnadu Petroproducts Limited.
- j. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- o. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- p. You can also cast your vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app for Remote e-Voting on your mobile.
- q. There is also a provision to upload Board Resolution/Power of Attorney, if any uploaded, which will be made available to scrutinizer for verification.

5. For attention of Non-Individual Shareholders and Custodians: applicable for Remote Voting:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module;
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued infavour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer bchandraassociates@gmail.com and to the Company at the email address secy-legal@tnpetro.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/MOBILE NO ARE NOT REGISTERED WITH THE COMPANY, RTA OR DEPOSITORIES

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company/RTA.
2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.
