



# Tamilnadu Petroproducts Limited

Email: [secy-legal@tnpetro.com](mailto:secy-legal@tnpetro.com)

Phone No. 044-69185588

Secy / 189 /2023-24

27<sup>th</sup> February 2024

The General Manager  
Listing Department  
BSE Limited  
Corporate Relations Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, PJ Towers  
**Dalal Street, Fort, Mumbai – 400 001**  
**Scrip Code: 500777**

The Listing Department  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No: C/1 'C' Block  
Bandra – Kurla Complex  
Bandra (E)  
**Mumbai – 400 051**  
**Scrip ID / Symbol: TNPETRO**

Dear Sir / Madam,

### **Sub: Notice of Postal Ballot**

Please find attached a copy of the Notice of Postal Ballot dated 8<sup>th</sup> February 2024, seeking approval of the Members of the Company for the following proposals as Special Business:

1. Approval for re-appointment of Mr. G D Sharma (DIN:08060285) as an Independent Director of the Company for the second term;
2. Approval for re-appointment of Lt. Col. (Retd.) C S Shankar (DIN:08397818) as an Independent Director of the Company for the second term;
3. Approval for re-appointment of Mr. Debendranath Sarangi, IAS (Retd.) (DIN:01408349) as an Independent Director of the Company for the second term;
4. Approval for re-appointment of Mr. D. Senthikumar (DIN:00202578), as Whole-time Director (Operations) of the Company, along with remuneration payable to him.

The notice has been sent through electronic mode to the Members of the Company who have registered their e-mail addresses with the Company/Depositories and whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and the Central Depository Services (India) Limited as on Friday, 23<sup>rd</sup> February 2024 (being the cut-off date).

The Notice of Postal Ballot is also uploaded on the website of the Company, [www.tnpetro.com](http://www.tnpetro.com) and the website of Central Depository Services (India) Limited, the e-Voting service provider, <https://www.evotingindia.com/>.

Details of e-Voting are as follows:

Cut-off date for determining eligibility for e- Voting	Friday, February 23, 2024
e-Voting start date and time	Wednesday, February 28, 2024 (9.00 AM IST)
e-Voting end date and time	Thursday, March 28, 2024 (5.00 PM IST)

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For **Tamilnadu Petroproducts Limited**

**Sangeetha Sekar**  
**Company Secretary**

Encl: As above



Regd. Office & Factory :  
Post Box No. 9, Manali Express Highway, Manali,  
Chennai - 600 068. India.  
Tel. : (0091) - 44 - 25945500 to 09 Telefax : 044-2594 5588  
Website : [www.tnpetro.com](http://www.tnpetro.com) CIN : L23200TN1984PLC010931  
TPL GSTIN : 33AAACT1295M126



## Tamilnadu Petroproducts Limited

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

CIN: L23200TN1984PLC010931

Website: [www.tnpetro.com](http://www.tnpetro.com); e-mail: [secy-legal@tnpetro.com](mailto: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 re-appointment of Mr. G D Sharma (DIN:08060285) as an Independent Director of the Company for the second term;
2. Approval for re-appointment of Lt. Col. (Retd.) C S Shankar (DIN:08397818) as an Independent Director of the Company for the second term;
3. Approval for re-appointment of Mr. Debendranath Sarangi, IAS (Retd.) (DIN:01408349) as an Independent Director of the Company for the second term;
4. Approval for re-appointment of Mr. D. Senthikumar (DIN:00202578), as Whole-time Director (Operations) of the Company along with remuneration payable to him.

The Resolutions to be passed for the aforesaid proposals, together with the Explanatory Statement pursuant to Section 102(1) of the Act, along with the information as 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 : February 8, 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 25<sup>th</sup> 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, 23<sup>rd</sup> February 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](http://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 Section 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“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 Wednesday, 28<sup>th</sup> February 2024 at (9:00 AM) IST and end on Thursday, 28<sup>th</sup> March 2024 at (5:00 PM) IST.

7. In terms of the resolution passed by the Board of Directors on 8<sup>th</sup> February 2024, pursuant to Rule 22(5) of the Rules, M/s. B Chandra & Associates, Practising Company Secretaries, Chennai, have been appointed as the Scrutinizers, 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 Scrutinizers will submit their report on the results to the Whole-time Director (Finance) & CFO of the Company or any person authorized by him. The results will be announced by the Whole-time Director (Finance) & CFO of the Company, on or before Monday, 1<sup>st</sup> April 2024 by placing it along with the Scrutinizer's Report on the Company's website [www.tnpetro.com](http://www.tnpetro.com), the website of the Agency (CDSL) and communicated to the Stock Exchanges as required under the relevant law.
9. The last date of voting, i.e., Thursday, 28<sup>th</sup> March 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](mailto:secy-legal@tnpetro.com).
11. Grievances, if any, connected with e-Voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mills Compound, N M Joshi Marg, Lowel Parel (East), Mumbai – 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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 Scrutinizers through e-mail: [bchandraassociates@gmail.com](mailto:bchandraassociates@gmail.com).

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## RESOLUTIONS

1. **Approval for re-appointment of Mr. G D Sharma (DIN:08060285) as an Independent Director of the Company for the second term**

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 and 152 read with Schedule IV, V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the 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), the Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, the re-appointment of Mr. G D Sharma (DIN:08060285) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years effective 1<sup>st</sup> April 2024 be and is hereby approved.

2. **Approval for re-appointment of Lt. Col. (Retd.) C S Shankar (DIN:08397818) as an Independent Director of the Company for the second term**

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 and 152 read with Schedule IV, V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the 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), the Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, the re-appointment of Lt. Col. (Retd.) C S Shankar (DIN:08397818) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years effective 1<sup>st</sup> April 2024 be and is hereby approved.

3. **Approval for re-appointment of Mr. Debendranath Sarangi, IAS (Retd.) (DIN:01408349) as an Independent Director of the Company for the second term**

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 and 152 read with Schedule IV, V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the 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), the Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, the re-appointment of Mr. Debendranath Sarangi, IAS (Retd.) (DIN:01408349) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years effective 21<sup>st</sup> May 2024 be and is hereby approved.

4. **Approval for re-appointment of Mr. D. Senthikumar (DIN:00202578), as Whole-time Director (Operations) along with remuneration payable to him**

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

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 (“the Act”) read with Schedule V and other applicable provisions, if any, of the Act, the Rules made thereunder and Articles of Association of the Company and subject to such other approvals as may be required, consent of the Members be and is hereby accorded for re-appointment of Mr. D. Senthikumar (DIN:00202578) as Whole-time Director (Operations) of the Company on the following terms and conditions:

- A. Period of re-appointment: 3 years (18.02.2024 to 17.02.2027)
- B. Nature of re-appointment: Contractual and subject to the service rules of the Company.
- C. Remuneration: Mr. D Senthikumar (DIN 00202578) shall be paid remuneration as detailed below:
  - a. Total annual remuneration of ₹ 94.98 lakh, including performance pay of ₹ 20 lakh and all other allowances;
  - b. In addition to the above, he shall be eligible for contribution to Provident Fund and other Funds, if any, leave with salary and encashment thereof, and other benefits shall be in accordance with the applicable laws / service rules of the Company;
  - c. In the event of loss or inadequacy of profit, the aforesaid remuneration other than the annual performance pay shall be the minimum remuneration payable;
  - d. The quantum of the annual performance pay shall be as may be decided by the Board for each year, including for the years in which there is a loss or inadequacy of profits, subject to the condition that the total remuneration including the annual performance pay shall be within the limits prescribed under the Companies Act, 2013;
  - e. All the other terms and conditions of the re-appointment shall be as applicable to the service rules of the Company.
  - f. The contribution to Provident Fund and other Funds, if any, and encashment of leave at the end of the tenure shall not be included in the computation of ceiling on the aforesaid minimum remuneration to Mr. D Senthikumar;
  - g. The following shall not be deemed to be remuneration:
    - Provision of car with driver for official use;
    - Provision of telephone at residence and mobile phone/other communications;
    - 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;
  - h. The term of office of Mr. D Senthikumar as a Director of the Company shall be coterminous with his term as a Whole-time Director, unless otherwise decided by the Board of Directors of the Company.

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item nos. 1, 2 and 3:

Board of Directors at their meeting held on 25<sup>th</sup> March 2019 had appointed Mr. G D Sharma (DIN:08060285) and Lt. Col. (Retd.) C S Shankar (DIN:08397818) as Independent Directors (IDs) of the Company for a period of five years effective 1<sup>st</sup> April 2019. Further, Mr. Debendranath Sarangi, IAS (Retd.) (DIN:01408349) was also appointed as an ID for a period of five years at the meeting held on 21<sup>st</sup> May 2019 with immediate effect and the aforesaid appointments were approved by the Shareholders at the 34<sup>th</sup> Annual General Meeting of the Company held on 5<sup>th</sup> August 2019. Accordingly, Mr. C S Shankar and Mr. G D Sharma shall hold office of ID until 31<sup>st</sup> March 2024 and Mr. Debendranath Sarangi shall hold office of ID until 20<sup>th</sup> May 2024.

In this regard, the Company received notice in writing from members under Section 160 of the Act proposing the candidature of Mr. Shankar, Mr. Sharma and Mr. Sarangi for the office of Directors, and the same were considered and recommended by the Nomination and Remuneration Committee at the meeting held on 8<sup>th</sup> February 2024. Accordingly, there was no requirement for any deposit to be taken by the Company towards the same. At the meeting held on 8<sup>th</sup> February 2024, the Board considered that, their continued association as independent directors would be of immense benefit to the Company as they possess requisite skills & capabilities and taking into account their contribution, commitment and performance as evaluated during August 2023, and based on the recommendations of the Nomination and Remuneration Committee, had re-appointed Mr. Shankar and Mr. Sharma as Non-Executive Independent Directors for a period of five years with effect from 1<sup>st</sup> April 2024 and Mr. Sarangi as Non-Executive Independent Director for a period of five years with effect from 21<sup>st</sup> May 2024.

Considering the expertise and continued contributions made by Mr. Sarangi as a Member of the Board, the Committee / Board had approved and recommended his re-appointment for 5 years from 21<sup>st</sup> May 2024, although his age would exceed 75 years during his tenure of re-appointment.

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. The aforesaid Directors have submitted a declaration to the board that, they meet the criteria of independence as provided under section 149 of the Act as well as under applicable provisions of the Listing Regulations. Further, in the opinion of the Board, they fulfill the conditions stipulated under the Act and Rules made thereunder.

The Board had recommended the aforesaid re-appointments to the Members for approval by way of Special Resolutions as set out in the notice.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, except Mr. G D Sharma, Mr. C S Shankar and Mr. Debendranath Sarangi, in their respective resolution set out in item no. 1, 2 & 3.

### Item no. 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 8<sup>th</sup> February 2024 has approved the re-appointment of Mr. D Senthikumar (DIN: 00202578) as Whole-time Director (Operations) for a period of three years with effect from 18<sup>th</sup> February 2024, subject to the approval of the Members. 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.

As recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, the remuneration and other terms and conditions of his appointment are as specified in the resolution. The proposed remuneration is considered reasonable taking into account various factors including but not limited to his qualification, experience, expertise, performance and the performance of the Company, remuneration to similarly placed executives in the industry, and the like.

The Company received a notice in writing from members under Section 160 of the Companies Act 2013 ("the Act") proposing the candidature of Mr. D Senthikumar for the office of Director and the same was considered and recommended by the Nomination and Remuneration Committee at the meeting held on 8<sup>th</sup> February 2024. Accordingly, there was no requirement for any deposit to be taken by the Company towards the same.

Except Mr. D Senthikumar, 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.

**TABLE I : STATEMENT PURSUANT TO SCHEDULE V OF THE ACT****i. GENERAL INFORMATION**

(1)	Nature of Industry	Petroproducts - One of the leading manufacturers of Linear Alkyl Benzene, Propylene Oxide & Caustic Soda, and other allied products.			
(2)	Year of Commencement of Commercial Production	1987			
(3)	Financial performance	<b>Year</b>	<b>₹ in Crore</b>		<b>Dividend</b>
			<b>Net Sales</b>	<b>PAT</b>	<b>%</b>
		2022-23	2150.25	89.32	15%
		2021-22	1805.58	170.64	30%
		2020-21	1145.21	121.65	25%
(4)	Foreign investments or collaborations, if any	The Company has invested ₹ 96.45 Crore in its Wholly Owned Subsidiary, Certus Investment & Trading Limited, Mauritius.			

**ii. INFORMATION ABOUT THE DIRECTOR**

(1)	Name	Mr. D. Senthikumar (DIN:00202578)
(2)	Background details	Furnished under Table II
(3)	Past remuneration	
(4)	Job profile and his suitability	Mr. D. Senthikumar started his career as a trainee in TPL and has been associated with the Company for more than 3 decades. He has also been holding the position of whole-time Director since February 2016. Taking into account his knowledge, experience in the field of petrochemical technology, his expertise and the nature and size of operations of the Company he is found to be a fit and proper person to hold the position of Whole-time Director (Operations) of the Company.  Detailed profile is furnished under Table II.
(5)	Remuneration proposed	As provided in Resolution under Item No.4
(6)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Nil

**TABLE II : DISCLOSURE PURSUANT TO LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS**

<b>Name of the Director</b>	<b>Mr. G. D. Sharma</b>	<b>Lt. Col. (Retd.) C. S. Shankar</b>	<b>Mr. Debendranath Sarangi, IAS (Retd.)</b>	<b>Mr. D. Senthikumar</b>
<b>DIN</b>	08060285	08397818	01408349	00202578
<b>Date of Birth</b>	19 <sup>th</sup> June 1954	30 <sup>th</sup> November 1958	1 <sup>st</sup> January 1953	1 <sup>st</sup> June 1964
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Qualifications</b>	Post Graduate in Personnel Management and Industrial Relations	B.E (Chemical Engineer)	B.A. (Hons) in Political Science	B.Tech (Chemical Engineering)

Name of the Director	Mr. G. D. Sharma	Lt. Col. (Retd.) C. S. Shankar	Mr. Debendranath Sarangi, IAS (Retd.)	Mr. D. Senth Kumar
<p><b>Experience and Expertise in specific functional area and Date of first appointment on the Board</b></p>	<p>Mr. G. D. Sharma is a Post-graduate in Personnel Management and Industrial Relations from Tata Institute of Social Sciences, Mumbai, with over 44 years' experience across industry verticals. He has held senior positions and led the HR function in corporates such as BGR Energy Systems Ltd.; Larsen &amp; Toubro Ltd.; Vedanta Group; SRA Systems Ltd.; E.I.D. Parry (Inda) Ltd.; and SPIC. At present, he is Principal Consultant, Beeline HR Advisory, his own HR &amp; Management Consulting Firm, advising corporates, Institutions and individuals on managing growth and helping them realize their potential.</p> <p>Mr. Sharma plays an active role in Education/Academia and Training. He is associated as Advisor, Adjunct Faculty, Visiting Faculty, Mentor &amp; Board Member with leading B-Schools and Engineering Colleges. He is a much sought-after trainer, speaker, rapporteur, facilitator and moderator in professional, social and cultural circles.</p> <p>Date of Initial appointment: 1<sup>st</sup> April 2019</p>	<p>Lt. Col. (Retd.) C S Shankar is a Chemical Engineer and served Indian Oil Corporation Limited for 37 years. He retired as Executive Director and during his tenure he had headed various verticals within the organization, namely - Aviation, LPG, Director Secretariat, Petrochemicals, Corporate Training &amp; Development, Planning and Co-ordination, Law and Quality control. Concurrently, Lt. Col. (Retd.) Shankar was commissioned in the Indian Territorial Army as an Officer in 1983 and had been an active soldier for over 30 years. He had headed Battalion in relief and rescue operations during the Gujarat earthquake, Odisha super cyclone, Andaman's tsunami and various other critical operations of national importance. A passionate trainer and motivational speaker Lt. Col. (Retd.) Shankar has presented technical papers at various National and International forums.</p> <p>Date of Initial appointment: 1<sup>st</sup> April 2019</p>	<p>Mr. Sarangi is a retired IAS (1977) Officer from Tamilnadu cadre. He holds Master's degrees in Political Science from Delhi University and in Economics from University of Swansea, UK. While in service he held senior level responsibilities like Additional Chief Secretary/Principal Secretary of eight Departments including as Chairman of Tamilnadu Industrial Development Corporation and TITAN. He eventually retired as the Chief Secretary in 2012.</p> <p>Date of Initial appointment: 21<sup>st</sup> May 2019</p>	<p>Mr. D Senth Kumar graduated with a B.Tech from Anna University in the year 1985 and completed MBA at IIBM in 2015. He started his career as a Trainee in TPL. He was associated with TPL as Associate Vice President (Works) during the period 1986 to 2013 and Cetex Petrochemicals Limited as Vice President (Works) during the period from 2013 to February 2016. He is holding position as Whole-time Director (Operations) of TPL since February 2016. He has immense knowledge and experience in the field of Petro-chemical Technology.</p> <p>Date of Initial appointment : 18<sup>th</sup> February 2016</p>
<p><b>Terms and conditions of appointment or re- appointment along with details of remuneration sought to be paid</b></p>	<p>Appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from 1<sup>st</sup> April 2024.</p> <p>Remuneration: Within the limits prescribed under the Companies Act, 2013.</p>	<p>Appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from 1<sup>st</sup> April 2024.</p> <p>Remuneration: Within the limits prescribed under the Companies Act, 2013.</p>	<p>Appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from 21<sup>st</sup> May 2024.</p> <p>Remuneration: Within the limits prescribed under the Companies Act, 2013.</p>	<p>Re-appointment as Whole-time Director (Operations) for period of three years w.e.f 18<sup>th</sup> February 2024.</p> <p>Remuneration: As detailed in the Resolution (Item No.4)</p>

<b>Name of the Director</b>	<b>Mr. G. D. Sharma</b>	<b>Lt. Col. (Retd.) C. S. Shankar</b>	<b>Mr. Debendranath Sarangi, IAS (Retd.)</b>	<b>Mr. D. Senthikumar</b>
<b>Remuneration last drawn</b>	<p>For the year 2022-23, the following Remuneration was paid:</p> <p>Sitting fees – ₹ 5 lakh Other Remuneration : ₹ 5 lakh</p> <p>The sitting fees are in line with Remuneration policy &amp; within the limits prescribed under Companies Act, 2013 and other Remuneration paid are in accordance with the approval given by the Members of the Company.</p>	<p>For the year 2022-23, the following Remuneration was paid:</p> <p>Sitting fees : ₹ 5 lakh Other Remuneration: ₹ 5 lakh</p> <p>The sitting fees are in line with Remuneration policy &amp; within the limits prescribed under Companies Act, 2013 and other Remuneration paid are in accordance with the approval given by the Members of the Company.</p>	<p>For the year 2022-23, the following Remuneration was paid:</p> <p>Sitting fees : ₹ 4 lakh Other Remuneration: ₹ 4 lakh</p> <p>The sitting fees are in line with Remuneration policy &amp; within the limits prescribed under Companies Act, 2013 and other Remuneration paid are in accordance with the approval given by the Members of the Company.</p>	<p>Remuneration of ₹ 78.99 lakh per annum including annual performance pay of ₹ 12.00 lakh and all other allowances as approved by the Members of the Company.</p>
<b>Membership / Chairmanship of Committees of the Board of Directors of the Company</b>	<p>Member of</p> <p>i. Audit Committee ii. Stakeholders Relationship Committee iii. Corporate Social Responsibility Committee</p> <p>Chairman of Nomination and Remuneration Committee</p>	<p>Member of</p> <p>i. Risk Management Committee ii. Nomination and Remuneration Committee</p>	<p>Nil</p>	<p>Member of</p> <p>i. Risk Management Committee ii. Stakeholders Relationship Committee iii. Corporate Social Responsibility Committee</p>
<b>Number of Meetings of the Board attended during the year</b>	4 out of 4 meetings held during the year until the date of this notice of postal ballot.	4 out of 4 meetings held during the year until the date of this notice of postal ballot.	4 out of 4 meetings held during the year until the date of this notice of postal ballot.	3 out of 4 meetings held during the year until the date of this notice of postal ballot.



Name of the Director	Mr. G. D. Sharma	Lt. Col. (Retd.) C. S. Shankar	Mr. Debendranath Sarangi, IAS (Retd.)	Mr. D. Senthikumar
Other Directorships and Membership / Chairmanship of Committees of other Boards (Only Audit / Stakeholders Relationship Committee are considered)	<p><b>A. Other Directorship (Listed Entities)</b></p> <p>i. Manali Petrochemicals Limited (MPL)</p> <p>ii. Mercantile Ventures Limited</p> <p><b>B. Member / Chairperson of Committee of other Boards:</b></p> <p>Member of Audit and Stakeholders Relationship Committee of MPL</p>	<p><b>A. Other Directorship (Listed Entities):</b></p> <p>Manali Petrochemicals Limited</p> <p><b>B. Member / Chairperson of Committee of other Boards: NIL</b></p>	<p><b>A. Other Directorship (Listed Entities)</b></p> <p>i. Voltas Limited</p> <p>ii. Southern Petrochemical Industries Corporation Limited</p> <p><b>(Other than Listed Entity)</b></p> <p>i. ETICA Developers Private Limited</p> <p>ii. Universal MEP Projects &amp; Engineering Services Limited (MEP)</p> <p><b>B. Member / Chairperson of Committee of other Boards:</b></p> <p>Member of Audit Committee of Voltas Limited &amp; Chairperson of Audit Committee of MEP</p>	<p><b>A. Other Directorship (Listed Entities):</b></p> <p>NIL</p> <p><b>(Other than Listed Entity)</b></p> <p>i. TPL Employees Welfare Foundation</p> <p><b>B. Member / Chairperson of Committee of other Boards: NIL</b></p>
Listed entities from which the director has resigned from directorship in the past three years.	Nil	Nil	Nil	Nil
No of shares held in the Company (including Beneficial Ownership)	Nil	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil	Nil

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

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

Place : Chennai  
Date : February 8, 2024

Sangeetha Sekar  
**Company Secretary**

## GUIDANCE TO SHAREHOLDERS FOR POSTAL BALLOT THROUGH E-VOTING

1. The voting period begins on Wednesday, 28<sup>th</sup> February 2024 at (9:00 AM) IST and ends on Thursday, 28<sup>th</sup> March 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 23<sup>rd</sup> February, 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](http://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](http://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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
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"><li>• 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.</li></ul>
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"><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.</li></ul>

- 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](http://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](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.
- 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](mailto:bchandraassociates@gmail.com) and to the Company at the email address [secy-legal@tnpetro.com](mailto: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](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.