

NOTICE FOR THE THIRTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the Company will be held at 10.30 A.M. on Monday, the 24th July 2017, at Rajah Annamalai Mandram, No. 5, Esplanade Road (Opp. to High Court), Chennai – 600 108 to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Financial Statements of the Company and other Reports for the year ended 31st March 2017 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 31st March 2017 and the Reports of Directors, Auditors and Secretarial Auditor be and are hereby received, considered and adopted.

2. **To reappoint Mr. R Karthikeyan [DIN 00824621], Director who retires by rotation and being eligible offering himself for re-appointment, 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. R Karthikeyan [DIN 00824621], a Director retiring by rotation being eligible and offering himself for re-election, be and is hereby re-appointed as a Director of the Company.

3. **To appoint Auditors of the Company and fix their remuneration by passing the following as an Ordinary Resolution:**

RESOLVED THAT

- (i) Pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof), and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. RGN Price & Co., Chartered Accountants, Chennai having ICAI Registration Number 002785S be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company to be held during the year 2022.
- (ii) The Auditors be paid a remuneration of ₹ 20,00,000/- (Rupees Twenty Lakhs only) plus reimbursement of out of pocket expenses and applicable taxes for the audit of the accounts and all other related services as the Auditors of the Company for the year 2017-18.

SPECIAL BUSINESS

4. **To consider and if thought fit, to pass the following as an Ordinary Resolution for appointing Mr. Atulya Misra, (DIN 02210369) 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. Atulya Misra, (DIN 02210369) be and is hereby appointed as a Director of the Company liable to retire by rotation.

5. **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 2016-17.**

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 2016-17 be and is hereby ratified.

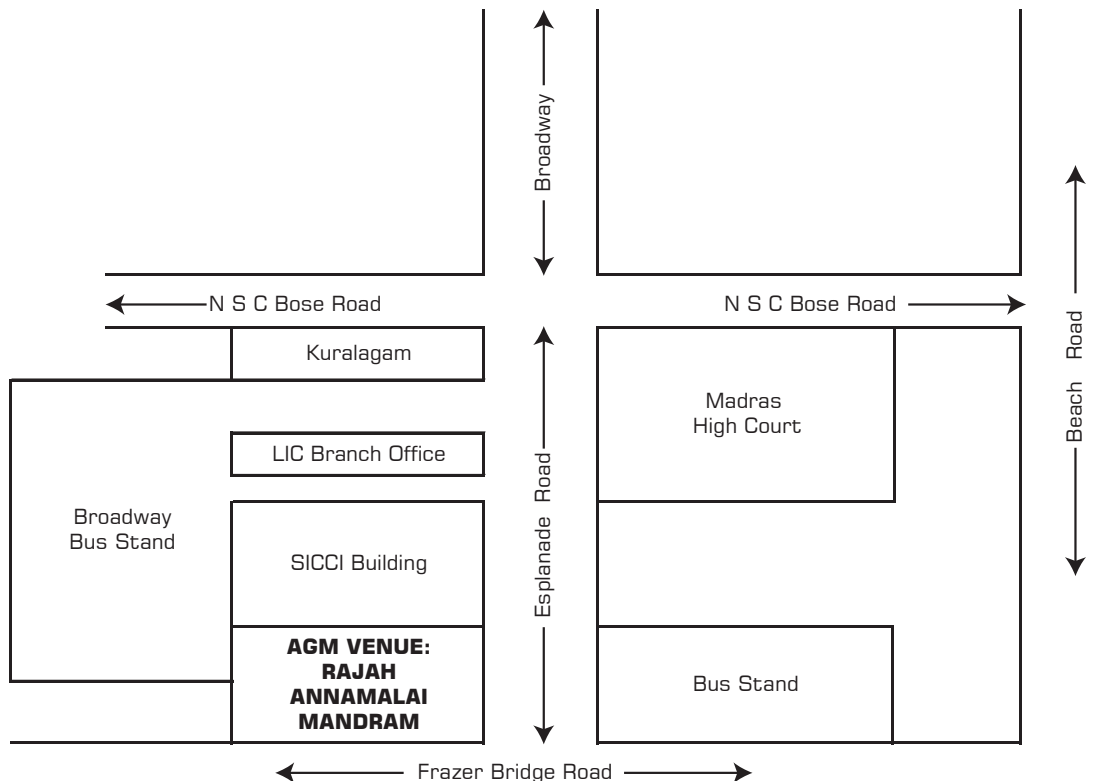
Regd.Office:

Manali Express Highway
Manali,
Chennai-600 068
16th May 2017

By order of the Board
For Tamilnadu Petroproducts Limited

D Hem Senthil Raj
Company Secretary

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



IMPORTANT NOTES:

1. The Register of Members and Share Transfer books of the Company will remain closed from 17th July 2017 to 24th July 2017 (both days inclusive) in connection with the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Member holding more than 10% of the total share capital of the Company is entitled to appoint a single proxy, who cannot be proxy of any other member. **The Proxy holder shall prove his/her identity at the time of attending the Meeting and shall not be entitled to speak at the meeting, but only vote on poll , if the member has not exercised e-voting.**
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. 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. Accordingly, the Company will transfer the unpaid/unclaimed dividend amount for the year 2009-10 on or before 9th August 2017.
6. The details of unpaid dividend relating to the years 2009-10, 2010-11 and 2011-12 as on 22nd September 2016, being the date of last AGM is available in the website of the Company www.tnpetro.com. The updated details of Unpaid dividend as on the date of ensuing AGM relating to the years 2009-10 to 2011-12 will be uploaded in due course.

7. 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.
8. 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 period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
10. Details under Regulation 27 of the Listing Regulations with the Stock Exchange in respect of the Directors seeking appointment/reappointment at the Annual General Meeting are enclosed and form an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. Electronic copy of the Full version of the Annual Report for the year 2016-17 and the notice of the 32nd AGM are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the abridged Annual Report for the year is being sent in the permitted mode. These members are requested to register their e-mail ids with the DP/RTA and receive the full version of Annual Report and other communications in electronic form to contribute their mite to the Green Environment.
12. Full version of the Report and the Notice of the AGM are available in the Company's website viz., www.tnpetro.com. Members desirous of receiving the complete annual report may send a request in writing to the Registrar or the Company and send the same by post/courier or email with a scan copy of the request, duly signed.
13. Pursuant to the stipulations in Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 read with Section 108 of the Companies Act 2013, and the relevant Rules, the Company has entered into an arrangement with Central Depository Services Limited (CDSL) to facilitate the Members to exercise their right to vote at the Annual General Meeting by electronic means. The detailed process for participating in e-voting is provided in the notes forming part of the notice in Page No.8.
14. **A person who has participated in e-voting is not debarred from participating in the meeting physically though he shall not be able to vote in the meeting again and his earlier vote cast electronically shall be treated as final. In terms of the provisions of Section 107 read with Section 109, there will be no voting by show of hands at the meeting and hence the provisions relating to demand for poll by the Members is irrelevant. The Chairman of the meeting will regulate the meeting and voting on the resolutions in accordance with the provisions of the Act and the applicable Rules. 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.**
15. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any information, the Members may also send requests to the RTA.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Holidays, up to and including the date of the Annual General Meeting of the Company.
17. Members 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.
18. Due notices have been received under Section 160 of the Companies Act, 2013 with regard to the appointment of director proposed under item 4.
19. **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, REGULATION 27 OF THE LISTING REGULATIONS & SECRETARIAL STANDARD ON GENERAL MEETINGS

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

Item No.4

Pursuant to the recommendations of the Nomination and Remuneration Committee (NRC), the Board has appointed Mr. Atulya Misra, IAS, (DIN 02210369) Principal Secretary, Industries Department, Government of Tamilnadu as an Additional Director also as the Chairman of TPL Board through a Circular Resolution effective from 10th April 2017. As per Section 161 of the Companies Act, 2013, he holds office till the ensuing AGM and it is proposed to appoint him as a Director under section 152 of the Companies Act, 2013 for which the required notice and deposit under section 160 of the Act have been received. It is also proposed to seek approval of the Members for his appointment as Director.

Mr Atulya Misra, IAS, (DIN 02210369) Principal Secretary, Industries Department, He does not hold any shares in the company and does not have any pecuniary relationship with the other Directors/Key Managerial Personnel of the company.

The Board recommends the resolution for the consideration of the members as an Ordinary resolution. Except Atulya Misra, IAS (DIN 02210369) 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 4.

Item No. 5

The Board vide resolution dated 22nd September 2016 had appointed M/s M. Krishnaswamy & Co., Cost Accountants, Chennai as the Cost Auditors for the year 2016-17 on a remuneration of ₹ 2,00,000/- [Two Lakhs only] as recommended by the Audit Committee of the Company. As per Section 148 of the Act read with Companies (Audit and Auditors), Rules 2014, remuneration to the Cost Auditor as recommended by Audit Committee, and approved by the Board is to be ratified by the Members and hence the same is placed for consideration and approval at the AGM.

The Board recommends the resolution for consideration of the Members.

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

Regd. Office:

Manali Express Highway
Manali,
Chennai-600 068
16th May 2017

By order of the Board
For Tamilnadu Petroproducts Limited

D Hem Senthil Raj
Company Secretary

BRIEF PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT AT 32ND AGM

Mr. R. Karthikeyan, (DIN: 00824621), aged 40, nominee of Tamilnadu Industrial Development Corporation Limited (TIDCO) and also a Director of TPL since 28-01-2010, holds a Bachelors in Engineering (Mechanical) with MBA (Operations Management). He is a General Manager (Projects) of TIDCO. He is responsible for development of industrial and infrastructure projects in TIDCO and has experience in preparation of Project Reports, project appraisal and promotion / monitoring the implementation of the projects. He is serving as a Nominee Director in various joint venture companies promoted and assisted by TIDCO. He has facilitated investments in specialized / infrastructure projects in Tamilnadu through joint ventures of TIDCO.

Mr. Karthikeyan does not hold any Shares in the Company. He does not have any pecuniary relationship with the other Directors/Key Managerial Personnel of the company.

Presently he is the Director in the following companies namely: Sree Maruthi Marine Industries Limited, Ramanasekhar Steels Limited, Great Sea Tawler Building Yard Mandapam Ltd., Suvama Florex Limited, Jayamkondam Lignite Power Corporation Limited, Tanfac Industries Limited, Tamilnadu Petroproducts Limited, Tamilnadu Polymer Industries Park Limited and Tamilnadu Trade Promotion Organisation. The following are the details of his committee positions in other companies.

Audit Committee : Sree Maruthi Marine Industries Limited (Member) and TANFAC Industries Limited (Member). **Nomination and Remuneration Committee** : Sree Maruthi Marine Industries Limited (Member). **CSR Committee** : NIL. **Risk Management Committee**: NIL. He is also a Member of **Stakeholders Relationship Committee** of TANFAC Industries Limited and Tamilnadu Petroproducts Limited.

Mr. Atulya Misra, IAS (DIN: 02210369), aged 50, serves as Principal Secretary to Government of Tamilnadu for Industries Department. He holds a Master's degree in Science, certificate in (i) Public Private Partnership (PPP) from Institute of Development Studies (IDS), Sussex, UK, (ii) Marijuana Policy Project (MPP) from Texas, USA & TERI University, New Delhi and (iii) 'Ship for World Youth' (SWY) from United Nations University, Tokyo. He belongs to the 1988 batch of Indian Administrative Service (IAS), Tamil Nadu cadre and has been in the Civil Services close to about three decades and has wide experience in Public Administration, Management of regulatory bodies and heading large Infrastructure and commercial Organizations. He has held critical positions in the Government of Tamilnadu as well as the Government of India. He is serving as a Nominee Director in various joint venture companies promoted and assisted by TIDCO.

Presently he holds the position of Chairman and Managing Director of TIDCO and Chairman of Tamilnadu Pollution Control Board (TNPCB). He serves as an Acting Chairman of Tamilnadu Petroproducts Limited, Tamil Nadu Newsprint and Papers Limited, Tamilnadu Minerals Limited, Tidel Park Limited, Titan Company Limited and State Industries Promotion Corporation of Tamilnadu Limited.

Presently he holds the position of Chairman and Director in the following companies namely:

Tamilnadu Industrial Development and Corporation Limited, State Industries Promotion Corporation of Tamilnadu Limited, Tamilnadu Sugar Corporation Limited, Tamilnadu Cements Corporation Limited, Titan Company Limited, Tidel Park Limited, Tamilnadu Petroproducts Limited, Tamilnadu Minerals Limited.

And as a Director in the following companies namely:

Electronics Corporation of Tamilnadu Limited, TNEB Limited, and Tamilnadu Generation and Distribution Corporation Limited.

Regd. Office:

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Chennai-600 068
16th May 2017

By order of the Board
For Tamilnadu Petroproducts Limited

D Hem Senthil Raj
Company Secretary

INSTRUCTIONS FOR EXERCISE OF VOTING RIGHTS BY ELECTRONIC MEANS

- (i) The voting period begins on **21st July 2017 at 9.00 AM and ends on 23rd July 2017 at 5.00 PM**. During this period shareholders of the Company, to whom notice of the AGM has been dispatched electronically or physically by registered post or courier, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted electronically prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter their Folio Number allotted by the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Sequence Number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for 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 and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



TPL

Tamilnadu Petroproducts Limited

CIN:L23200TN1984PLC010931

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

Telefax: 25945588, E Mail: secy-legal@tnpetro.com, Website: www.tnpetro.com

ATTENDANCE SLIP

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

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

I hereby record my presence at the 32nd ANNUAL GENERAL MEETING of the Company held at **RAJAH ANNAMALAI MANDRAM**, Esplanade Road (Opp to High Court), Chennai - 600 108 at 10.30 A.M. on Monday, the 24th July, 2017.

NAME OF PROXY IN BLOCK LETTERS

SIGNATURE OF THE SHAREHOLDER/PROXY*

* Strike out whichever is not applicable

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



TPL

Tamilnadu Petroproducts Limited

CIN:L23200TN1984PLC010931

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

Telefax: 25945588, E Mail: secy-legal@tnpetro.com, Website: www.tnpetro.com

PROXY FORM

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Monday, the 24th July, 2017 at 10:30 A.M. 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
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(Tick Mark the Sl. No. of Resolutions for which the proxy is appointed)

Signed this _____ day of _____ 2017.

Signature of Shareholder(s) _____

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting
- In the case of a Corporation, the proxy form shall be either given under the Common Seal signed on its behalf by an Attorney or Officer of the Corporation.
- The Proxy holder shall prove his / her identity at the time of attending the Meeting.

Affix
30 paise
Revenue
Stamp



TAMILNADUPETROPRODUCTSLIMITED

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

CIN: L23200TN1984PLC010931

E Mail: secy-legal@tnpetro.com

Website: www.tnpetro.com