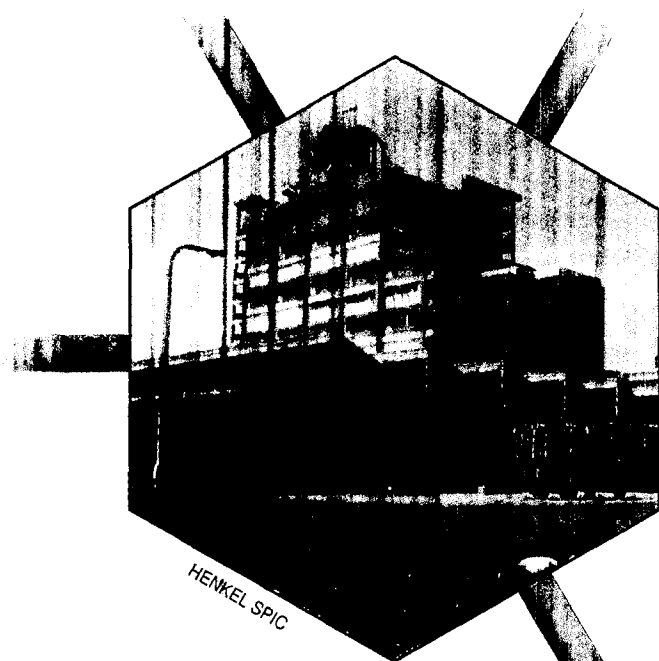
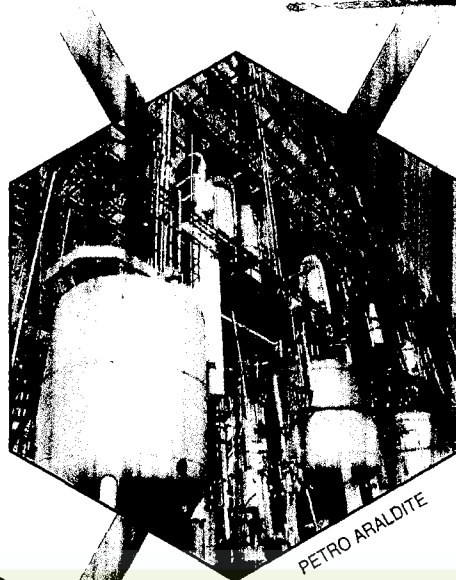


MD	✓		BKC	✓
CS	✓		DPY	ND
RO	✓		DIV	✓
TRA	✓		AC	✓
AGM	✓	✓	SHI	✓
YE	✓	✓		✓

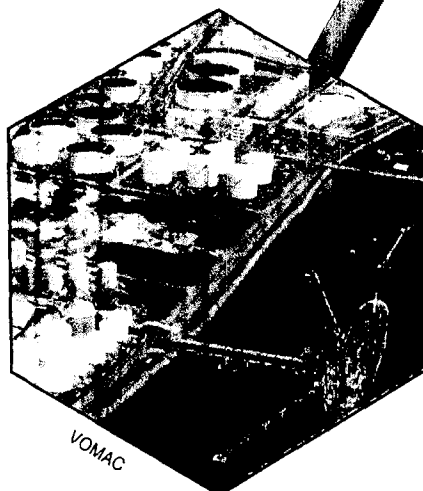


HENKEL SPIC



PETRO ARALDITE

**SYNERGY AND
INTEGRATION:
A CATALYST AT WORK**



VOMAC

Tamilnadu Petroproducts Limited
AHEAD OF ITS TIME

Tamilnadu Petroproducts Limited (TPL) has carved a niche for itself in the Indian Petrochemical Industry by a sustained policy of expansion and diversification through synergy and integration. Since inception in 1984, TPL has set its path towards achieving growth in various spheres, ahead of its time.

After commissioning of the Linear Alkyl Benzene (LAB) Plant, TPL promoted Henkel SPIC India Limited, in collaboration with Henkel of Germany for the manufacture of Zeolite-based Phosphate-free Detergents. In a liberalised market, this Company is expected to grow and establish a significant market share in the near future.

To bring about synergy and forward integration to the Epichlorohydrin (ECH) production, TPL has joined hands with Ciba-Geigy of Switzerland and promoted Petro Araldite Private Limited for the manufacture of Epoxy Resins. This will be a global size plant with state-of-the-art technology.

TPL is promoting a new Company viz. Van Ommeren MAC Tank Terminals Limited (VOMAC), a Joint Venture with MAC Industries Limited, Tamilnadu Industrial Development Corporation Limited and Van Ommeren Tank Terminals B.V. of Netherlands to set up a global size Tank Terminal in the upcoming Satellite Port at Ennore. The Terminal will handle critical raw materials to ensure its continuous availability as well as the final products for exports to take care of the requirement of TPL and other industries in and around the Manali industrial area. An estimated quantity of 2.0 million tonnes per annum of liquid chemicals, petroleum products, cryogenic liquids, toxic and hazardous chemicals will be handled in the facility.

As one of the early recipients of ISO-9002 Certification for Production and Marketing of LAB and ECH and with its corporate strategy focussed on technology upgradation, quality and customer orientation, TPL is determined to face the challenges of a liberalised economy by way of synergy and integration of its business operations.



Board of Directors

P.C. CYRIAC, I.A.S.
Chairman

DR. A.C. MUTHIAK
Vice Chairman

A.C. CHAKRABORTY
Director

J.B. DADACHANJI
Director

B.V. GOUD
Director

M.G. GUPTA
Director

M.R.B. PUNJA
Director

K. RAJARAMAN, I.A.S.
Director

P.V. RAJARAMAN, I.A.S.
Director

M.S. SRINIVASAN, I.A.S.
Director

DR. P.R. SUNDARAVADIVELU
Director

D. ARUNACHALAM
Technical Director

N. SWAMINATHAN
Managing Director

Secretary
M.B. GANESH

REGISTERED OFFICE

6, Nungambakkam High Road,
Chennai - 600 034.

FACTORY

Manali Express Highway
Manali, Chennai - 600 068.

AUDITORS

A.F. Ferguson & Co.,
Chartered Accountants,
7th Floor, Guna Office Complex,
Annexe Bldg., 304/305, Anna Salai,
Teynampet, Chennai - 600 018.

LEGAL ADVISOR

T. Raghavan,
25, Mowbrays Road,
Chennai - 600 018.

REGIONAL OFFICE

3rd Floor, YMCA Cultural Centre Building,
1, Jai Singh Road,
New Delhi - 110 001.

BANKERS

State Bank of India
State Bank of Mysore
State Bank of Hyderabad
State Bank of Bikaner & Jaipur
State Bank of Patiala
State Bank of Travancore
Bank of America
Standard Chartered Bank
Punjab National Bank
American Express Bank Limited
Bank of Baroda
ABN Amro Bank
HDFC Bank Ltd.

SHARE TRANSFER AGENTS

Cameo Share Registry
(A Division of MCC Finance Limited)
70, Arya Gowder Road, West Mambalam,
Chennai - 600 033.
(Tel. No. 4839918 / 4839921)

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OPERATING RESULTS AT A GLANCE

(Rs. in Crores)

	1992-93	1993-94	1994-95	1995-96	1996-97
Gross Profit	78.23	72.29	75.86	110.16	103.00
Interest	25.30	29.83	16.95	20.17	26.48
Profit before depreciation	52.93	42.46	58.91	89.99	76.52
Depreciation	32.34	14.03	15.42	24.73	27.17
Provision for tax	-	-	-	-	6.40
Profit after tax but before extra-ordinary item	20.59	28.38	43.49	65.26	42.95
Extra-ordinary item	-	-	4.00	-	-
Profit after extra-ordinary item	20.59	28.38	39.49	65.26	42.95
Transfer to:					
Debenture Redemption reserve	-	-	-	7.00	-
General reserve	9.54	15.47	6.42	6.77	4.29
Networth (Net of Revaluation Reserves)	101.37	149.84	219.27	264.12	283.22

NOTICE FOR THE TWELFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twelfth Annual General Meeting of the Company will be held at 3.05 P.M. on Thursday the 18th September, 1997 at "Kamaraj Arangam", 574-A, Anna Salai, Teynampet, Chennai - 600 006 to transact the following business :

ORDINARY BUSINESS

1. To receive and adopt the audited Balance Sheet as at 31st March 1997 and Profit & Loss Account of the Company for the year ended 31st March 1997 and the Reports of the Directors and Auditors.
2. To declare a Dividend.
3. To appoint a Director in the place of Thiru A.C. Chakraborti who retires by rotation and being eligible offers himself for re-election.
4. To appoint a Director in the place of Thiru J.B. Dadachanji who retires by rotation and being eligible offers himself for re-election.
5. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution :

"RESOLVED THAT A.F. Ferguson & Co., Chartered Accountants, the retiring Auditors be and are hereby re-appointed as the Auditors of the Company to hold office until the conclusion of the Thirteenth Annual General Meeting on such remuneration as may be decided by the Board of Directors in addition to reimbursement of out of pocket expenses."

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT Thiru K. Rajaraman, I.A.S. be and is hereby appointed as Director of the Company."
7. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution :

"RESOLVED THAT Thiru P. V. Rajaraman, I.A.S. be and is hereby appointed as Director of the Company."

8. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 269, 198, 309, 310 and other applicable provisions, if any and Schedule XIII of the Companies Act, 1956, the Company hereby approves the appointment of Thiru N. Swaminathan as Managing Director of the Company for the period from 4th November 1996 to 9th May 1999 on the following terms and conditions:

- (1) Salary
Rs.45,000 per month.
- (2) Commission
One Percent commission on net profits of the Company or special allowance not exceeding the total annual salary.
- (3) Perquisites
Perquisites as per Schedule XIII of the Companies Act, 1956 shall be allowed in addition to both salary and commission or special allowance. However, it shall be restricted to an amount equal to the annual salary.

Minimum Remuneration

In the event of loss, absence or inadequacy of profits, the remuneration aforesaid shall be the minimum remuneration."

9. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 269, 198, 309, 310 and other applicable provisions, if any and Schedule XIII of the Companies Act, 1956, the Company hereby approves the payment of enhanced remuneration to Thiru D. Arunachalam as Whole-time Technical Director of the Company from 1st January 1997 to 25th October 2000 on the following terms and conditions :

- (1) Salary
Rs.35,000/- per month including Dearness and all other allowances.



(2) Commission

One Percent commission on the net profits of the Company or special allowance not exceeding the total annual salary.

(3) Perquisites

Perquisites as per Schedule XIII of the Companies Act, 1956 shall be allowed in addition to both salary and commission. However it shall be restricted to an amount equal to the annual salary.

Minimum Remuneration

In the event of loss, absence or inadequacy of profits, the remuneration aforesaid shall be the minimum remuneration.

10. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 372 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, Financial Institutions and other Statutory authorities, the Company hereby authorises the Board of Directors to invest in the Equity Capital of

1. SPIC Electric Power Corporation Limited
2. Petro Araldite Private Limited
3. Van Ommeren MAC Tank Terminals Limited

notwithstanding that such investments may exceed any or all the percentages prescribed under Section 372(2) and the rules made thereunder provided however that the proposed investments in these Companies does not exceed

1. Rs.195 Crores or 26% of the Equity Capital of SPIC Electric Power Corporation Limited whichever is higher
2. Rs. 14.40 Crores or 24% of Equity Capital of Petro Araldite Private Limited whichever is higher
3. Rs. 28 Crores or 35% of the Equity Capital of Van Ommeren MAC Tank Terminals Limited whichever is higher

and further the Board of Directors of the Company be and is hereby authorised to determine the actual sum to be invested and the time and manner of such investment and to do all or any of the matters arising out of and incidental to the said investment."

11. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and is hereby altered as follows:

- a. After sub-clause XX of Article 1 the following sub-clauses shall be inserted:

XXI The word 'beneficial owner' shall mean the beneficial owner as defined in clause (a) of Sub-Section (1) of Section 2 of the Depositories Act, 1996.

XXII The word 'Depositories Act, 1996' shall include any statutory modification or re-enactment thereof.

XXIII The word 'Depository' shall mean a Depository as defined under clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996.

- b. To insert the following as Article 16(c) after the existing Article 16(b):

"Notwithstanding anything contained in the Articles of Association, the Company shall be entitled to dematerialise its Shares, Debentures and other securities pursuant to the Depositories Act, 1996, and to offer its Shares, Debentures and other securities for subscription in a dematerialised form."

- c. The following para to be added to the existing Article 17(b):

"Provided however that the provision relating to progressive numbering shall

not apply to the shares/debentures of the Company which have been dematerialised."

- d. The following para to be added to the existing Article 19(a):

"Provided the shares are not held, in an electronic and fungible form under the provisions of the Depositories Act, 1996."

- e. The following para to be added to the existing Article 23

"Further the Company shall also be entitled to treat the person as the holder of any share(s) whose name appears as the beneficial owner of the shares in records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such shares on the part of any other person whether or not it shall have express or implied notice thereof."

- f. The following para to be added to the existing Article 24:

"The Company shall further be entitled to maintain a Register of Members with the details of Members holding shares both in material and dematerialised form in any media as permitted by law including any form of electronic media."

- g. To insert the following as Article 54(c) after the existing Article 54(b):

"Notwithstanding anything contained herein, in the case of transfer of shares/debentures or other marketable securities where the Company has not issued any Certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply."

By order of the Board
for TAMILNADU PETROPRODUCTS LTD,

6th August 1997
Chennai - 600 034

M.B. GANESH
SECRETARY

Notes :

1. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and on a poll to vote instead of himself and a proxy need not be a member of the Company. A member unable to attend may appoint another person (whether a member or not) as his proxy in the enclosed form. The instrument appointing the proxy and the power of attorney or other authority if any, under which it is signed or a copy of that power or authority duly certified by a Notary Public or other proper authority shall be deposited at the Registered Office of the Company not less than forty eight hours before the time for the holding of the Meeting, in default, the instrument of proxy shall not be treated as valid.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Resolutions set out against Item Nos. 6,7,8,9,10 and 11 of the Notice is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 20th August 1997 to 18th September 1997 (both days inclusive).

4. Members are requested to *notify immediately any change in their address to the Company/Share Transfer Agents.*
5. Dividend on shares as recommended by the Board of Directors, if declared at the Meeting will be paid to those Shareholders whose names appear in the Register of members on 18th September 1997.
6. Pursuant to Section 205-A(5) of the Companies Act, 1956, the unclaimed dividend for the period ended 31st March 1993 have been transferred to the General Revenue Account of the Central Government on 23rd September 1996.
7. Shareholders seeking any information with regard to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
8. Members/Proxies should bring the Attendance slip duly filled in for attending the Meeting.
9. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays and Holidays between 9.30 A.M. to 5.15 P.M. upto the date of the Annual General Meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No.6

The Board of Directors at their Meeting held on 4th November 1996 co-opted Thiru K Rajaraman, I.A.S., nominee of TamilNadu Industrial Development Corporation Ltd (TIDCO) as Additional Director.

As per section 260 of the Companies Act, 1956 (the Act) the additional Director shall hold office only upto the next Annual General Meeting. The Company has received notice under Section 257 of the Act, from TIDCO, proposing Thiru K. Rajaraman, I.A.S. for appointment to the office of Director along with a deposit of Rs.500/-. Hence the proposed ordinary resolution.

None of the Directors except Tvl. P.C. Cyriac, I.A.S., P.V. Rajaraman I.A.S., K.Rajaraman I.A.S. and M.S.Srinivasan, I.A.S. is interested in the resolution.

Item No.7

The Board of Directors at their Meeting held on 1st February 1997 co-opted Thiru P.V. Rajaraman, I.A.S., nominee of TamilNadu Industrial Development Corporation Ltd (TIDCO) as Additional Director.

As per Section 260 of the Companies Act, 1956 (the Act) the additional director shall hold office only upto the next Annual General Meeting. The Company has received notice under Section 257 of the Act, from TIDCO, proposing Thiru P.V. Rajaraman, I.A.S., for appointment to the office of Director along with a deposit of Rs.500/-. Hence the proposed ordinary resolution.

None of the Directors except Tvl. P.C. Cyriac, I.A.S., P.V. Rajaraman, I.A.S., K.Rajaraman I.A.S. and M.S.Srinivasan, I.A.S. is interested in the resolution.

Item No. 8

The Board of Directors at their Meeting held on 4th November 1996 unanimously appointed Thiru N. Swaminathan as Managing Director of the Company in the place of Thiru T.K. Kameshwaran for the period from 4th November 1996 to 9th

May 1999 with a Basic pay of Rs.45,000/- per month plus commission and perks as detailed in the resolution, subject to approval of shareholders, financial institutions etc.

Hence the proposed ordinary resolution seeking approval of shareholders.

None of the Directors except Tvl.P.C. Cyriac, I.A.S., Dr .A.C. Muthiah, M.S. Srinivasan, I.A.S., P.V. Rajaraman, I.A.S., Dr. P.R. Sundaravadivelu, N. Swaminathan and D. Arunachalam are interested in the resolutions.

Item No.9

The Board of Directors at their Meeting held on 1st February 1997 had approved payment of increased remuneration to Thiru D. Arunachalam, Whole-time Technical Director with a Basic Pay of Rs.35,000/- per month with effect from 1st January 1997 to 25th October 2000 plus commission and perks as detailed in the resolutions, subject to approval of shareholders, financial institutions etc.

Hence the proposed ordinary resolution seeking approval of shareholders.

None of the Directors except Tvl. P.C. Cyriac, I.A.S., Dr. A.C. Muthiah, M.S. Srinivasan, I.A.S., P.V. Rajaraman, I.A.S., Dr .P.R. Sundaravadivelu, N. Swaminathan and D. Arunachalam are interested in the resolutions.

Item No.10

The Company promoted SPIC Electric Power Corporation Ltd (SEPC) for setting up a 525 MW Thermal Power Project at Tuticorin. SEPC has since made steady progress in obtaining necessary approvals from statutory authorities and was successful in finalising the Power Purchase Agreement with TNEB and the same was initiated on 29th January 1997. The estimated project outlay is around US \$ 700 Million with a Debt Equity ratio of 70:30. Considering the above Debt Equity pattern, TPL's exposure will be around US \$ 55 Million (Rs.195 Crores) representing 26% of the Equity Share Capital.

The Company had entered into a Joint Venture Agreement during December 1996 with CIBA to set up a Basic Liquid Resin Plant at Manali. A separate Company Petro Araldite Private Limited has been formed for this purpose. The total cost of the project is estimated around Rs.60 Crores. The contribution by TPL and CIBA in the equity of the new company will be in the ratio of 24 and 76 percent respectively. TPL may have to invest around Rs.14.40 crores in the new Company in the current financial year.

The Company proposes to invest around Rs.28 Crores in the Equity Capital of Van Ommeren Mac Tank Terminals Ltd., promoted by MAC Industries Ltd., & TIDCO to set up tank terminals at Ennore, Chennai.

The aggregate of the proposed investments and the investments so far made will exceed the limits prescribed under Section 372(2) of the Companies Act, 1956 and therefore the approval of the shareholders of the Company is required.

Hence the proposed ordinary resolution seeking the approval of the shareholders.

None of the Directors except Dr. A.C. Muthiah, Tvl. K. Rajaraman, I.A.S., N. Swaminathan and D. Arunachalam are interested in the resolutions.

Item No. 11

The Board of Directors have decided to seek admission of the Company's equity shares to the Depository System with National Securities Depository Limited.

Consequent to the passing of the Depositories Act, 1996 and introduction of the depository system, some of the provisions of the Companies Act, 1956 pertaining to issue, holding, transfer and dealing in shares and other securities as also certificates thereof have been amended so as to facilitate the Depository system. Accordingly the Articles of Association of the Company need to be amended as proposed in the resolution to be in line with the provisions of the Depositories Act, 1996.

The Board of Directors accordingly recommend the Resolutions for approval of the Members. Any amendment to the Articles of Association of the Company requires approval of the Shareholders. Hence the proposed special resolution.

None of the Directors of the Company is interested or concerned in the resolutions.

By order of the Board
for TAMILNADU PETROPRODUCTS LTD,

6th August 1997
Chennai 600 034.

M.B. GANESH
Secretary