



TAMILNADU PETROPRODUCTS LIMITED

**36TH ANNUAL REPORT
2020-21**

Financial Highlights

(₹ in Crore)

Details	Ind AS					Previous GAAP				
	2020-21	2019-20	2018-19	2017-18	2016-17\$	2015-16	2014-15	2013-14	2012-13	2011-12
Revenue from Operations	1,145.21	1,224.96	1,245.33	1,085.09	888.85	700.63	949.87	1,051.82	1,281.42	1,248.19
Other Income	10.16	8.25	6.96	7.30	2.89	2.71	11.56	12.12	5.54	11.64
Total Revenue	1,155.37	1,233.21	1,252.29	1,092.39	891.74	703.33	961.43	1,063.94	1,286.96	1,259.82
EBIDTA	175.06	101.47	98.53	96.62	66.82	12.76	(17.55)	7.09	(0.35)	75.30
PBT	169.84	70.53	71.68	76.91	41.71	38.15	(71.39)	(55.60)	(72.53)	6.45
PAT	121.65	55.08	54.27	51.70	9.30	38.15	(53.07)	(37.30)	(50.56)	5.94
Equity Capital	89.97	89.97	89.97	89.97	89.97	89.97	89.97	89.97	89.97	89.97
Reserves & Surplus	468.61	360.68	318.63	269.38	218.56	189.16	151.01	218.19	255.70	306.45
Net Worth	561.23	433.21	388.98	340.13	288.67	259.27	221.12	288.30	325.61	376.16
Face value of share	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00
Earnings per share ₹	13.52	6.12	6.03	5.75	1.03	4.24	(5.90)	(4.15)	(5.62)	0.66
Dividend %	25 *	15	10	5	-	-	-	-	-	5
Book value per share ₹	62.08	50.09	45.41	39.94	34.29	33.23	26.78	34.25	38.42	44.06
EBIDTA / Net Revenue %	15.29	8.28	7.91	8.90	7.52	1.82	(1.85)	0.67	(0.03)	6.03
PBT / Net Revenue %	14.83	5.76	5.76	7.09	4.69	5.45	(7.52)	(5.29)	(5.66)	0.52
Return on Networth %	21.68	12.71	13.95	15.20	3.22	14.71	(24.00)	(12.94)	(15.53)	1.58
Return on Capital Employed %	24.62	15.94	17.10	18.69	13.77	(1.68)	(14.88)	(6.60)	(8.91)	7.32

*Subject to declaration at the AGM

\$Restated as per Ind AS

Board of Directors*

Mr. N. Muruganandam, IAS	DIN:00540135	Chairman
Mr. Ashwin C Muthiah	DIN:00255679	Vice Chairman
Mr. Dhananjay N Mungale	DIN:00007563	Independent Director
Dr. N. Sundaradevan, IAS (Retd)	DIN:00223399	Independent Director
Mr. Debendranath Sarangi, IAS (Retd)	DIN:01408349	Independent Director
Ms. Sashikala Srikanth	DIN:01678374	Independent Director
Lt. Col. (Retd.) C S Shankar	DIN:08397818	Independent Director
Mr. G D Sharma	DIN:08060285	Independent Director
Mr. Pankaj Kumar Bansal, IAS	DIN:05197128	Additional Director
Ms. R. Bhuvaneswari	DIN:06360681	Additional Director
Mr. D Senth Kumar	DIN:00202578	Whole-time Director (Operations)
Mr. KT Vijayagopal	DIN:02341353	Whole-time Director (Finance) & CFO

* As on 9th August, 2021

Company Secretary

Ms. Meenakshi Jayaraman

Registered Office & Factory

Manali Express Highway
 Manali, Chennai – 600 068
 Telefax: 044-25945588
 CIN:L23200TN1984PLC010931
 E Mail: secy-legal@tnpetro.com,
 Website: www.tnpetro.com

Registrar & Share Transfer Agent (RTA)

Cameo Corporate Services Limited
 "Subramanian Building", 1, Club House Road
 Chennai – 600 002

Auditors

R.G.N. Price & Co,
 Chartered Accountants,
 "Simpsons Buildings",
 No: 861, Anna Salai,
 Chennai – 600 002

Cost Auditor

M. Krishnaswamy & Associates
 Flat 1K, Ramaniyam Ganga,
 Door No: 27-30, First Avenue,
 Ashok Nagar, Chennai – 600 083.

Secretarial Auditor

Ms. B Chandra
 Practicing Company Secretary,
 AG3, Navin's Ragamlika,
 26, Kumaran Colony Main Road,
 Vadapalani, Chennai – 600 026.

Internal Auditors

Sundar Srinu & Sridhar
 Chartered Accountants,
 1st Floor,
 New No: 9 Rajamannar Street
 T Nagar, Chennai – 600 017

Bankers

IDBI Bank Ltd
 State Bank of India
 The Federal Bank Ltd
 Union Bank of India

Vision & Mission

To sustain and improve upon our performance in petrochemical sector meeting all stakeholders expectations following best practices.

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NOTICE FOR THE THIRTY SIXTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting (AGM) of the Company will be held at 2.00 PM on Wednesday, the 15th September, 2021, through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") 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 2021 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 2021 and the Reports of Directors, Auditors and Secretarial Auditor thereon are received, considered and adopted.

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

RESOLVED THAT pursuant to the recommendation of the Board of Directors, a dividend of INR 2.50 per equity share on 8,99,71,474 Equity Shares of Rs.10/- each, absorbing INR 22,49,28,685 (Rupees Twenty Two Crore Forty Nine lakh Twenty Eight Thousand Six Hundred and Eighty Five only), subject to rounding off, is declared out of the profits for the year ended 31st March 2021 and the same be paid:

- i. In respect of shares held in physical form, to those members whose names appear on the Register of Members on 15th September 2021 and
- ii. In respect of shares held in electronic form, to those members whose names appear in the list of beneficial owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Depositories, as at the end of business hours on 4th September 2021.

3. **To appoint a Director in the place of Mr. KT Vijayagopal (DIN 02341353), who retires by rotation and being eligible offers 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. KT Vijayagopal (DIN 02341353), a Director retiring by rotation being eligible and offering for re-election, is re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

4. **To appoint Mr. N. Muruganandam, IAS, (DIN 00540135) as a Director of the Company by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Mr. N. Muruganandam, IAS, (DIN 00540135) is appointed as a Director of the Company, not liable to retire by rotation.

5. **To appoint Mr. Pankaj Kumar Bansal, IAS, (DIN 05197128) as a Director of the Company by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Mr. Pankaj Kumar Bansal, IAS, (DIN 05197128) is appointed as a Director of the Company, liable to retire by rotation.

6. **To appoint Ms. R. Bhuvaneswari, (DIN 06360681) as a Director of the Company by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Ms. R. Bhuvaneswari, (DIN 06360681) is appointed as a Director of the Company, liable to retire by rotation.

7. **To ratify the remuneration to the Cost Auditors for the year 2020-21 by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder, the remuneration of INR 2,50,000/- (Rupees Two Lakh and Fifty Thousand only) to M. Krishnaswamy & Associates., Cost Accountants, Chennai for the year 2020-21 is ratified.

8. **To approve the transactions with Manali Petrochemicals Limited by passing the following as an Ordinary Resolution:**

RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval is accorded for transactions with Manali Petrochemicals Limited during the year 2021-22 for purchase and sale of goods and services and other transactions for aggregate value upto INR 325 crore (Rupees three hundred twenty five crore) plus applicable taxes.

RESOLVED FURTHER THAT in partial modification of the resolution passed at the 35th Annual General Meeting held on 09th September 2020, pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, transactions with Manali Petrochemicals Limited during the year 2020-21 for purchase and sale of goods and services and other transactions for aggregate value of ₹ 188.71 crore (Rupees one hundred eighty-eight crore and seventy one lakh only) including applicable taxes are approved.

Regd.Office:

Manali Express Highway
Manali,
Chennai-600 068
9th August 2021

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

Meenakshi Jayaraman
Company Secretary

IMPORTANT NOTES:**Statutory information:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from 6th September 2021 to 15th September 2021 (both days inclusive) in connection with the Annual General Meeting (AGM) & payment of dividend.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), and disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations) setting out details relating to Special Business of the meeting is annexed hereto.
3. Particulars of the Directors seeking appointment/reappointment at the Annual General Meeting are enclosed and form an integral part of the Notice. The Directors have furnished the requisite declarations for their re-appointment.

Meeting through Video Conferencing/Other Audio Visual Means (OAVM):

4. Pursuant to the General Circular No. 20/2020 dated 5th May 2020 read with General Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, and 02/2021 dated 13th January 2021, the Meeting will be held through Video Conferencing/ Other Audio Visual Means.
5. In terms of the above Circulars, there is no provision for appointment of proxies for the meeting. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of bodies corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. For participating in the meeting through the VC/OAVM please see instructions in page 13.
7. Members desirous of speaking at the meeting may register through the web portal of the Registrar & Transfer Agent M/s Cameo Corporate Services Limited through the following web-link: <https://investors.cameoindia.com>
8. The above facility for participant registration will be open from 9:00 AM on 7th September 2021 to 5:00 PM on 11th September 2021. It may please be noted that there will be no option for spot registration or through other means and only those shareholders who have registered through the above process will be able to speak at the meeting.
9. Members who do not wish to speak during the AGM but have queries may send their queries on or before 11th September 2021, mentioning their name, demat account number/folio number, E-mail id, mobile number at secy-legal@tnpetro.com. These queries will be replied to by the company suitably by email.

Despatch of Annual Report and Notice of the meeting:

10. Electronic copy of the Annual Report for the year 2020-21 and the Notice of the 36th AGM are being sent to the Members whose E-mail IDs are registered with the Company and for persons holding shares in demat form as per the information provided by the Depositories. Members may note that pursuant to the aforesaid Circulars there is no facility for providing printed copies of the Annual Reports.
11. Annual Report and the Notice of the AGM are available in the Company's website viz., <https://tnpetro.com/>. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

Facility for Remote E-voting and Voting during the meeting:

12. Pursuant to Regulation 44 of the Regulations read with Section 108 of the Act and the relevant Rules, the Company has entered into an arrangement with Central Depository Services (India) 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 furnished in Page No 10.
13. *A person who has participated in e-voting is not debarred from participating in the meeting though he/she shall not be able to vote at the meeting again and his/her earlier vote cast electronically shall be treated as final. However, as per Rule 20 of the Companies (Management & Administration) Rules, 2014, facility for voting will also be made available at the meeting and Members who have not cast their vote by e-voting shall be able to exercise their right at the meeting, which would also be through electronic means.*

Payment of dividend and withholding tax thereon:

14. The dividend for the year 2020-21 upon declaration at the AGM, would be paid on 11th October 2021, as below:
 - a. In respect of shares held in physical form to those Members whose names appear on the Register of Members on 15th September 2021 and
 - b. In respect of shares held in electronic form, to those Members whose names appear in the list of beneficial owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Depositories, as at the end of business hours on 4th September 2021.
15. Dividend is taxable in the hands of the recipient from 1st April 2020. The Company is required to deduct tax at source from dividend. Accordingly, dividend would be paid net of TDS @20% if the Member has not provided his/her valid PAN and @ 10% in other cases.
16. Tax Deduction would be PAN based and so in the case of multiple holding by the same first named person, dividend amount would be aggregated for determining the TDS rate.
17. If the Member
 - (a) is a resident individual and the amount of dividend does not exceed INR 5,000 or furnishes a declaration in Form 15G/15H, no tax deduction will be made.
 - (b) Is a Non-Resident or Foreign Institutional Investor or a Foreign Portfolio Investor, tax deduction would be @ 20%.
 - (c) Is other than (a) or (b) above, TDS would be made irrespective of the amount @ 10% or as the case maybe 20%, in the absence of a valid PAN.
 - (d) In addition to the above surcharge and cess as applicable will be deducted.
 - (e) Resident shareholders may also submit certificate under Section 197 of the Income Tax Act, 1961, issued by the concerned authority for no or lower deduction of tax.
 - (f) Non Resident Shareholders, including foreign companies and institutional investors like FIIs, FPIs, etc. if eligible can avail lower withholding taxes under the Double Taxation Avoidance Agreements by submitting the necessary documents such as Tax Residency Certificate, Form 10F and other declarations specified in the relevant rules.
18. The aforesaid forms and declarations may be provided through the Web-portal of the RTA <https://investors.cameoindia.com>. It may please be noted that physical copies of the Forms will not be acceptable and so Members may provide the declaration only electronically. The facility for providing the declaration for Dividend 2020-21 will not be available after 22nd September, 2021 5:00 PM.

19. As per SEBI guidelines, dividend is to be paid through electronic mode into the bank account as per the details furnished by the depositories. In case electronic payment is not possible, the bank account details, if available will be printed on the warrant/other payment instrument. The Company is not permitted to entertain any request for deletion or change of such bank details.
20. Members may provide their bank account details through the Web-portal of the RTA <https://Investors.cameoindia.com>. Information provided after 22nd September 2021 may not be considered by the RTA and warrants will be sent. There may be delays in receipt of the warrants by the shareholders, depending on the situation prevailing at the time of processing and payment of dividend.

Unpaid/Unclaimed Dividend:

21. As per Section 125 of the Act the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company was not required to transfer any unpaid and unclaimed dividend amount during the year.
22. The details of unpaid dividend relating to the years 2017-18 to 2018-19 as on 09th September 2020, being the date of the last AGM is available in the website of the Company <https://tnpetro.com/>. The updated details of unpaid dividend as on the date of the ensuing AGM relating to the years 2017-18 to 2019-20 will be uploaded on the Website of the Company in due course.
23. Shareholders who are yet to encash their dividend warrants relating to earlier years are requested to contact the Company or Cameo Corporate Services Limited, the Registrar at an early date and lodge their claims.
24. As per the extant law, the shareholders 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 claims is available in the websites of the Company and also the IEPF.

General:

25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and verified.
26. The Securities and Exchange Board of India (SEBI) has mandated 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 are requested to submit their PAN details to the RTA through the web-link: <https://Investors.cameoindia.com>
27. SEBI vide Circular dated 20-04-2018 has mandated the Company to collect copy of PAN and Bank account details from Members holding shares in physical form. Accordingly in July 2018 individual letters were sent to those shareholders whose PAN and Bank account details were not available with the Company followed by two reminders. In spite of this many shareholders have not come forward to provide the information. Such shareholders are requested to provide the information at the earliest to the Company/RTA. As per the Circular the shareholders who have not furnished the information have been placed under “enhanced watch” and so their requests will be processed subject to enhanced due diligence.
28. Pursuant to proviso to Regulation 40 (1) of the Listing Regulations, effective from 1st April 2019 transfer of securities other than transmission or transposition of names are not to be processed by the Company in physical form. So, shareholders desirous of transferring their shares are requested to dematerialize their holdings.

29. Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may download the form available in the website of the Company and submit the same to the RTA. Those holding shares in demat form may approach their DP for registering the nominations.
30. The documents and information to be made available for inspection by the Members during the AGM will be provided electronically through the e-voting facility of CDSL.

GUIDANCE TO SHAREHOLDERS FOR REMOTE E-VOTING

1. The voting period begins at 9:00 AM on 12-09-2021 and ends on 14-09-2021 at 5:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 08-09-2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled for venue voting.
3. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 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 and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.
4. Pursuant to abovesaid SEBI Circular, Login process for e-Voting and joining virtual meetings for individual shareholders holding securities in Demat mode are given below:

A. Shareholders holding securities with CDSL

- i. 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/myeasi/home/login>. Alternatively, you can visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- ii. 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 or joining virtual meeting & do voting during the meeting.
- iii. Links are also provided to access the system of all the e-Voting Service Providers viz., CDSL/ NSDL/KARVY/LINKINTIME, so that you can visit the e-Voting service providers' website directly.
- iv. If you are not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- v. Alternatively, you may directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on the link: <https://evoting.cdslindia.com/Evoting/EvotingLogin>
- vi. The system will authenticate your credentials by sending OTP on the registered Mobile & Email as recorded in the Demat Account.
- vii. After 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.

B. Shareholders holding securities with NSDL

- i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of