



# Tamilnadu Petroproducts Limited

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

Secy / 31<sup>st</sup> AGM / 2016-17

23<sup>rd</sup> September 2016

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

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

Scrip code: 500777

Scrip Id: TNPETRO

Dear Sir,

Sub: Voting Results under Regulation 44 of SEBI (LODR) 2015 and Scrutiniser' s Report for the 31<sup>st</sup> AGM of TPL held on 22<sup>nd</sup> September 2016 - Reg.

Please find enclosed the copy of the Voting Results under Regulation 44 of SEBI (LODR) 2015 and Scrutiniser' s Report for the 31<sup>st</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> September 2016 at Tamizh Isai Sangam, Rajah Annamalai Mandram, Esplanade Road, Chennai – 600 108

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For Tamilnadu Petroproducts Limited

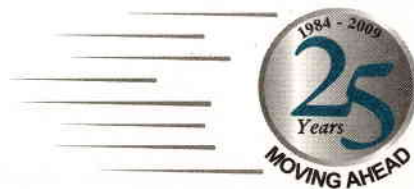
D Hem Senthil Raj

Company Secretary & Compliance Officer

M No: F8366



Encl: as stated



Regd. Office & Factory:

Post Box No.9, Manali Express Highway, Manali, Chennai - 600 068. India.

Tel : (0091) - 44 - 25941350, 60 / 70 / 80, 25941501 to 10, Telefax : 044-25941139

Grams : 'PETROPRODUCTS', Website : [www.tnpetro.com](http://www.tnpetro.com)





23<sup>rd</sup> September 2016

## RESULTS OF VOTING AT THE GENERAL MEETING

The 31<sup>st</sup> Annual General Meeting of the Company was held at 10.30 AM on 22<sup>nd</sup> September 2016 at Tamizh Isai Sangam, Rajah Annamalai Mandram, No; 5, Esplanade Road, (Near High Court), Chennai – 600 108.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company had provided e-voting facility through CDSL Platform to its members for voting on the resolutions proposed in the AGM Notice. E-voting commenced on 19<sup>th</sup> September 2016 at 09.00 AM and ended on 21<sup>st</sup> September 2016 at 05.00 PM.

As per the requirements of Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended Members who had not availed the e-voting facility, were provided an opportunity to cast their vote at the venue by Poll.

Ms. B Chandra was appointed as the Scrutiniser for both e-voting and polling at the venue. The voting by the Members through e-voting and by poll at the venue of AGM have been consolidated and the Scrutiniser has submitted her report vide copy enclosed.

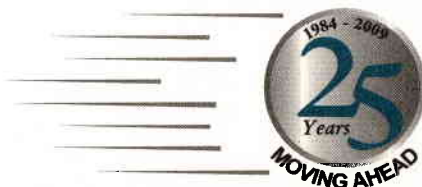
As per the Report of the Scrutiniser, all the resolutions proposed in the notice of the AGM have been duly passed with requisite majority, details of which are furnished in the report.

For Tamilnadu Petroproducts Limited

D Senthikumar  
Whole Time Director (Operations)  
DIN: 00202578



Encl: as stated



Regd. Office & Factory:  
Post Box No.9, Manali Express Highway, Manali, Chennai - 600 068. India.  
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**TAMILNADU PETROPRODUCTS LIMITED**

<b>Date of the Annual General Meeting</b>	<b>22.09.2016</b>
<b>Total No. of shareholders on record date (15th September 2016)</b>	<b>82015</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b> <b>Promoter and Promoter Group</b> <b>Public:</b>	<b>2</b> <b>6102</b>
<b>No. of shareholders present in the meeting through Video Conferencing</b> <b>Promoter and Promoter Group</b> <b>Public:</b>	<b>NA</b>

**Item 1. To receive, consider and adopt the Financial Statements of the Company and other Reports for the year ended 31st March 2016**

Resolution Required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	31078126	15843751	50.98	15843751	0	100	0
	POLL		15234375	0	15234375	0	100	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>31078126</b>	<b>31078126</b>	<b>100</b>	<b>31078126</b>	<b>0</b>	<b>100</b>
PUBLIC-INSTITUTIONS	E-VOTING	4488354	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>4488354</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	54404994	5601	0.01	5401	200	96.43	3.57
	POLL		1002091	0	1002091	0	100	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>54404994</b>	<b>1007692</b>	<b>1.85</b>	<b>1007492</b>	<b>200</b>	<b>99.98</b>
<b>GRAND TOTAL</b>		<b>89971474</b>	<b>32085818</b>	<b>35.66</b>	<b>32085618</b>	<b>200</b>	<b>100</b>	<b>0</b>

**Result: Resolution passed with requisite majority**

**Item 2. To reappoint Mr. T K Arun [DIN 02163427], Director who retires by rotation and being eligible offering himself for reelection**

Resolution Required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	31078126	15843751	50.98	15843751	0	100	0
	POLL		15234375	0	15234375	0	100	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>31078126</b>	<b>31078126</b>	<b>100</b>	<b>31078126</b>	<b>0</b>	<b>100</b>
PUBLIC-INSTITUTIONS	E-VOTING	4488354	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>4488354</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	54404994	5351	0.01	4951	400	92.52	7.48
	POLL		1002091	0	1000891	1200	99.88	0.12
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>54404994</b>	<b>1007442</b>	<b>1.85</b>	<b>1005842</b>	<b>1600</b>	<b>99.84</b>
<b>GRAND TOTAL</b>		<b>89971474</b>	<b>32085568</b>	<b>35.66</b>	<b>32083968</b>	<b>1600</b>	<b>100</b>	<b>0</b>

**Result: Resolution passed with requisite majority**



**Item 3.To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S) as the Auditors of the Company**

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	31078126	15843751	50.98	15843751	0	100	0
	POLL		15234375	0	15234375	0	100	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>31078126</b>	<b>31078126</b>	<b>100</b>	<b>31078126</b>	<b>0</b>	<b>100</b>
PUBLIC-INSTITUTIONS	E-VOTING	4488354	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL_BALL OT		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>4488354</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	54404994	5601	0.01	5401	200	96.43	3.57
	POLL		1002091	0	1001991	100	99.99	0.01
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>54404994</b>	<b>1007692</b>	<b>1.85</b>	<b>1007392</b>	<b>300</b>	<b>99.97</b>
<b>GRAND TOTAL</b>		<b>89971474</b>	<b>32085818</b>	<b>35.66</b>	<b>32085518</b>	<b>300</b>	<b>100</b>	<b>0</b>

**Result: Resolution passed with requisite majority**

**Item 4.To appoint Mr. D Senthikumar, (DIN 00202578) as a Director of the Company.**

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	31078126	15843751	50.98	15843751	0	100	0
	POLL		15234375	0	15234375	0	100	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>31078126</b>	<b>31078126</b>	<b>100</b>	<b>31078126</b>	<b>0</b>	<b>100</b>
PUBLIC-INSTITUTIONS	E-VOTING	4488354	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL_BALL OT		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>4488354</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	54404994	5351	0.01	5151	200	96.26	3.74
	POLL		1002091	0	1000891	1200	99.88	0.12
	POSTAL_BALL OT		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>54404994</b>	<b>1007442</b>	<b>1.85</b>	<b>1006042</b>	<b>1400</b>	<b>99.86</b>
<b>GRAND TOTAL</b>		<b>89971474</b>	<b>32085568</b>	<b>35.66</b>	<b>32084168</b>	<b>1400</b>	<b>100</b>	<b>0</b>

**Result: Resolution passed with requisite majority**



**Item 5. Appointment and remuneration of Mr. D Senthikumar, (DIN 00202578) as the Whole-time Director (Operations) of the Company.**

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	31078126	15843751	50.98	15843751	0	100	0
	POLL		15234375	0	15234375	0	100	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>31078126</b>	<b>31078126</b>	<b>100</b>	<b>31078126</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	4488354	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>4488354</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	54404994	5351	0.01	5151	200	96.26	3.74
	POLL		1002091	0	1000791	1300	99.87	0.13
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>54404994</b>	<b>1007442</b>	<b>1.85</b>	<b>1005942</b>	<b>1500</b>	<b>99.85</b>	<b>0.15</b>
<b>GRAND TOTAL</b>		<b>89971474</b>	<b>32085568</b>	<b>35.66</b>	<b>32084068</b>	<b>1500</b>	<b>100</b>	<b>0</b>

**Result: Resolution passed with requisite majority**

**Item 6.Appointment of Mr. KT Vijayagopal, (DIN 02341353) as a Director of the Company.**

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	31078126	15843751	50.98	15843751	0	100	0
	POLL		15234375	0	15234375	0	100	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>31078126</b>	<b>31078126</b>	<b>100</b>	<b>31078126</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	4488354	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>4488354</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	54404994	5351	0.01	5151	200	96.26	3.74
	POLL		1002091	0	1001991	100	99.99	0.01
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>54404994</b>	<b>1007442</b>	<b>1.85</b>	<b>1007142</b>	<b>300</b>	<b>99.97</b>	<b>0.03</b>
<b>GRAND TOTAL</b>		<b>89971474</b>	<b>32085568</b>	<b>35.66</b>	<b>32085268</b>	<b>300</b>	<b>100</b>	<b>0</b>

**Result: Resolution passed with requisite majority**

*(Handwritten signature)*



**Item 7.Appointment and remuneration of Mr. KT Vijayagopal, (DIN 02341353) as the Whole-time Director (Finance) of the Company.**

Resolution Required:(Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are interested in the								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	31078126	15843751	50.98	15843751	0	100	0
	POLL		15234375	0	15234375	0	100	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>31078126</b>	<b>31078126</b>	<b>100</b>	<b>31078126</b>	<b>0</b>	<b>100</b>
PUBLIC-INSTITUTIONS	E-VOTING	4488354	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL_BALL OT		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>4488354</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	54404994	5351	0.01	5151	200	96.26	3.74
	POLL		1002091	0	1002091	0	100	0
	POSTAL_BALL OT		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>54404994</b>	<b>1007442</b>	<b>1.85</b>	<b>1007242</b>	<b>200</b>	<b>99.98</b>
<b>GRAND TOTAL</b>		<b>89971474</b>	<b>32085568</b>	<b>35.66</b>	<b>32085368</b>	<b>200</b>	<b>100</b>	<b>0</b>

**Result: Resolution passed with requisite majority**

**Item 8.To ratify the remuneration to the Cost Auditors for the year 2015-16**

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	31078126	15843751	50.98	15843751	0	100	0
	POLL		15234375	0	15234375	0	100	0
	POSTAL_BALL OT		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>31078126</b>	<b>31078126</b>	<b>100</b>	<b>31078126</b>	<b>0</b>	<b>100</b>
PUBLIC-INSTITUTIONS	E-VOTING	4488354	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL_BALL OT		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>4488354</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	54404994	5601	0.01	5401	200	96.43	3.57
	POLL		1002091	0	1001766	325	99.97	0.03
	POSTAL_BALL OT		0	0	0	0	0	
	<b>SUB TOTAL</b>		<b>54404994</b>	<b>1007692</b>	<b>1.85</b>	<b>1007167</b>	<b>525</b>	<b>99.95</b>
<b>GRAND TOTAL</b>		<b>89971474</b>	<b>32085818</b>	<b>35.66</b>	<b>32085293</b>	<b>525</b>	<b>100</b>	<b>0</b>

**Result: Resolution passed with requisite majority**



**FORM NO. MGT - 13**

**Report of the Scrutinizer(s)**

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

Dated 23<sup>rd</sup> September 2016

To

The Chairman,  
of the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of **Tamilnadu Petroproducts Limited**, held on 22<sup>nd</sup> September, 2016 at Rajah Annamalai Mandram, No. 5, Esplanade Road, Chennai - 600 108 at 10.30 A.M.

**Subject:** Ordinary & Special Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under – Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, framed there under & Voting by Poll under Section 109 of the Companies Act read with Rule 21 of the Companies (Management & Administration) Rules, 2014, framed there under

Dear Sir,

I, B Chandra, Practising Company Secretary, having my office at AG3, Ragamalika No 26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, was appointed as Scrutinizer as per the letter dated 26.08.2016 for the purpose of voting by electronic means and for the poll conducted on the below mentioned resolutions, at the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of Tamilnadu Petroproducts Limited held on 22<sup>nd</sup> September 2016, at Rajah Annamalai Mandram, No. 5, Esplanade Road, Chennai - 600 108 at 10.30 A.M. hereby submit my report as under:

- |    |  |
|----|--|
| a. | Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notices convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means on 26.08.2016 (wherever email ids were available) and to the other shareholders by permitted mode on 27.08.2016 and |
|----|--|



	subsequently, the Notice convening was also placed on the website of the Company and that of the agency, i.e., <b>Central Depository Services (India) Limited</b> . The members of the Company were given an option to vote electronically on e-voting platform, provided by the (CDSL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper of <b>Financial Express</b> on 30.08.2016 and a Tamil News Paper <b>Makkal Kural</b> on the 29.08.2016
c.	The e-voting period commenced on 19 <sup>th</sup> September 2016 at 9.00 AM and ended on 21 <sup>st</sup> September 2016 at 5.00 PM.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 21 <sup>st</sup> September, 2016 at 05:00 P.M, the CDSL portal was blocked for voting thereafter.
e.	The votes cast were unblocked in the presence of two witnesses on the 22 <sup>nd</sup> September, 2016.
f.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolutions passed at the Board of Directors for authorization to exercise their votes through E-Voting. The votes cast of such of the corporate members who had not attached scan copies resolution had been considered invalid.

At the Annual general meeting held at the scheduled time, date and venue, the Chairman announced a poll taking into account the provisions of law as well as the Notifications issued by the Ministry of Corporate Affairs dated 19-03-2015- Companies (Management and Administration) Amendment Rules, 2015.

The polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders have cast their votes in the ballot box kept at convenient locations at the Venue.

1. At the time fixed for closing of the poll by the Chairman, all the ballot boxes kept for polling was locked in my presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
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1	To receive, consider and adopt the Financial Statements of the Company and other Reports for the year ended 31 <sup>st</sup> March 2016	Ordinary
2	To reappoint Mr. T K Arun [DIN 02163427], Director who retires by rotation and being eligible offering himself for re-election.	Ordinary
3	To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S) as the Auditors of the Company.	Ordinary
4	To appoint Mr. D Senthikumar, (DIN 00202578) as a Director of the Company.	Ordinary
5	Appointment and remuneration of Mr. D Senthikumar, (DIN 00202578) as the Whole-time Director (Operations) of the Company.	Special
6	To appoint Mr. KT Vijayagopal, (DIN 02341353) as a Director of the Company.	Ordinary
7	Appointment and remuneration of Mr. KT Vijayagopal, (DIN 02341353) as the Whole-time Director (Finance) of the Company, liable to retire by rotation.	Special
8	To ratify the remuneration to the Cost Auditors for the year 2015-16.	Ordinary

The results of the poll & voting by electronic means are as follows:

The details of the number of members present and voting in person or by proxy and the valid / invalid votes in respect of each of the resolutions are given below.

Resolution S.No	Number of members who cast their valid votes either by e-voting/ poll in the AGM		Number of members who cast valid Votes	Number of members whose votes were considered invalid
	ASSENT	DISSENT		
1	39	2	41	2
2	36	4	40	2
3	38	3	41	2
4	37	3	40	2
5	36	4	40	2
6	37	3	40	2
7	38	2	40	2
8	36	5	41	2



The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.

**E VOTING & POLL**

Resolution S.No	No of VOTES CAST IN FAVOUR	No of VOTES CAST AGAINST	Total - Valid Votes	Assent %	Dissent %	Passed/Not Passed
1	32085618	200	32085818	99.99	0.01	Passed as ordinary resolution
2	32083968	1600	32085568	99.99	0.01	Passed as ordinary resolution
3	32085518	300	32085818	99.99	0.01	Passed as ordinary resolution
4	32084168	1400	32085568	99.99	0.01	Passed as ordinary resolution
5	32084068	1500	32085568	99.99	0.01	Passed as special resolution
6	32085268	300	32085568	99.99	0.01	Passed as ordinary resolution
7	32085368	200	32085568	99.99	0.01	Passed as special resolution
8	32085293	525	32085818	99.99	0.01	Passed as ordinary resolution

Since the requisite no. of votes cast in favour exceeded the No. of votes cast against in respect of resolutions in S No. 1 to 4, 6 and 8 and the No of votes cast in favour were not less than three times the votes cast against in respect of resolutions in S No 5 and 7 I hereby report that the above resolutions were passed with requisite majority.



4. The poll papers and all other relevant records were sealed and handed over to the chairman authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

*B. Chandrasekhar*

Company Secretary in Practice



Encl: Polling Papers 18 in number.

COUNTER SIGNED ON BEHALF OF THE CHAIRMAN  
For Tamilnadu Petroproducts Limited

*D. Senthikumar*

D. Senthikumar  
Whole-time Director (Operations)  
DIN 00202578  
Place: Chennai  
Date: 23<sup>rd</sup> September 2016

