



Tamilnadu Petroproducts Limited

Email: secy-legal@tnpetro.com

Phone No. 044-69185588

Secy / 189 / 2024-25

27th September 2024

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

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

Dear Sir / Madam,

Sub: Scrutinizer's Report for the 39th Annual General Meeting of the Company

We wish to inform you that the 39th Annual General Meeting of the Company was held at 3.30 PM (IST) on 26th September 2024, and the businesses as mentioned in the notice dated 6th August 2024 were transacted.

In this regard, the following are submitted:

- Declaration of Results by Authorised Person under Rule 20 of the Companies (Management & Administration) Rules, 2014;
- Scrutinizer's Report from M/s. B Chandra & Associates, Practicing Company Secretaries;

The above will also be available on the website of the Company www.tnpetro.com.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For **Tamilnadu Petroproducts Limited**

Sangeetha Sekar
Company Secretary

Encl: As above



Regd. Office & Factory :
Post Box No. 9, Manali Express Highway, Manali,
Chennai - 600 068, India.
Tel. : (0091) - 44 - 25945500 to 09 Telefax : 044-2594 5588
Website : www.tnpetro.com CIN : L23200TN1984PLC010931
TPL GSTIN : 33AAACT1295M1Z6



Tamilnadu Petroproducts Limited

27th September 2024

RESULTS OF E-VOTING – 39th ANNUAL GENERAL MEETING

The 39th Annual General Meeting of the Company was held at 3.30 PM (IST) on 26th September 2024 through Video Conferencing/ Other Audio-Visual Means.

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 remote e-Voting facility through CDSL Platform to its shareholders for voting on the resolutions proposed in the AGM Notice. e-Voting commenced on 20th September 2024 at 09.00 AM (IST) and ended on 25th September 2024 at 05.00 PM (IST).

As per Rule 20 of the Companies (Management & Administration) Rules, 2014, the facility for voting during the meeting was also provided electronically to those shareholders who had not availed the remote e-voting facility.

M/s. B Chandra & Associates, Practising Company Secretaries were appointed as the Scrutinizers for both remote e-Voting and e-Voting during the meeting. The voting by the Members through remote e-Voting and by e-Voting during the meeting have been consolidated and the Scrutinizers have submitted their report dated 27th September 2024, a copy of which is enclosed.

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

For Tamilnadu Petroproducts Limited


KT Vijayagopal
Whole-time Director (Finance) & CFO
DIN: 02341353

Encl.: As stated



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FORM NO. MGT - 13

Report of the Scrutinizer(s)

[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

Dated 27th September 2024

To

The Chairman,
of the 39th Annual General Meeting of M/s. Tamilnadu Petroproducts Limited, held on Thursday, 26th September 2024 through Video Conferencing /Other Audio-Visual Means (VC/OAVM) at 03.30 PM (IST)

Subject: Ordinary and Special Resolutions passed under various provisions of the Companies Act, 2013 / SEBI Regulations 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 thereunder & Voting by electronic mode during the meeting under Section 109 of the Companies Act read with Rule 21 of the Companies (Management & Administration) Rules, 2014, framed thereunder and the relevant Circulars of MCA

Dear Sir,

We, B Chandra & Associates, Practising Company Secretaries, having our office at AG3, Ragamaliika, No 26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizers as per the letter dated 22nd August 2024 for the purpose of remote e-voting and e-voting provided at the 39th Annual General Meeting (AGM) of the Equity Shareholders of Tamilnadu Petroproducts Limited held through Video Conferencing / other audio visual means (VC/OAVM) at 3.30 PM. (IST) in line with the various General Circulars issued by the Ministry of Corporate Affairs viz. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and circular No. 11/2022 dated December 28, 2022 Circular no 09/2023 dated September 25, 2023 and Circulars of SEBI dated 12th May, 2020, 15 January, 2021, 13th May 2022, 5th January 2023 and 7th October 2023 on the below mentioned resolutions, hereby submit our report as under:

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| a. | Pursuant to Section 101, 108 of the Act and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended up to date, the notice convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email ids were available with the Company/ Cameo Corporate Services Limited (RTA) on 2 nd September 2024 and simultaneously, the Notice convening the AGM was also |
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	placed on the website of the Company and Central Depository Services (India) Limited (CDSL), the Agency who were appointed to provide e-voting facility. As per the report of RTA, out of 104009 emails sent, 3669 emails were bounced. The required paper advertisement with respect to other shareholders <i>inter alia</i> by way of seeking updation of mail ids to a dedicated email id/on-line process was given in English in all Editions of Financial Express (English) and Makkal Kural (Tamil) on 23 rd August 2024
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in Financial Express (English newspaper) on 4 th September 2024 and Makkal Kural (Tamil Newspaper) on 3 rd September 2024. Those members of the Company who have not voted through remote e-voting were given an option to vote electronically on e-voting platform, provided by the Central Depository Services (India) Limited (CDSL).
c.	The Remote e-voting period commenced on Friday, 20 th September 2024 (9:00 AM IST) and ended on Wednesday, 25 th September 2024 (5:00 PM IST).
d.	On 25 th September 2024 at 05:00 PM, the CDSL portal was blocked for remote e-voting.
e.	The votes cast through Remote e-voting and during the meeting were unlocked in the presence of two witnesses on 26 th September 2024.
f.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolutions passed by the Board of Directors/ Powers of Attorney for authorization to exercise their votes through e-Voting.

Mr. Ashwin C Muthiah, Vice Chairman of the Company was elected as the Chairman of the Meeting and commenced the proceedings. Pursuant to the Circulars mentioned aforesaid and the provisions of law read with the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs, the facility for e-voting by those Members who were present and had not voted earlier through Remote e-voting, to cast their vote during the meeting commenced on announcement by the Chairman and remained open for five minutes after the conclusion of the meeting.

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

S. No	Resolutions	Nature of Resolution
1	To receive, consider and adopt the Financial Statements of the Company (standalone and consolidated) and the Reports thereon for the year ended 31 st March 2024	Ordinary
2	To declare a dividend of ₹ 1.20 per equity share	Ordinary
3	To re-appoint Mr. K T Vijayagopal , Director (DIN 02341353) who retires by rotation and being eligible offers himself for re-election	Ordinary

Chandra
CHANDRA & ASSOCIATES
Company Secretaries

4	To consider and approve the remuneration payable to the Auditors of the Company	Ordinary
5	To ratify the remuneration payable to Cost Auditors for the financial year 2024-25	Ordinary
6	To approve the transactions with Manali Petrochemicals Limited, a Related party from 1 st October 2024 to 30 th September 2025 for an aggregate value upto ₹ 425 Crore (Rupees Four Hundred and Twenty-Five crore) pursuant to Regulation 23(4) of the SEBI (LODR) Regulations, 2015, as amended	Ordinary
7	To consider and approve the appointment of Ms. Latha Ramanathan (DIN 07099052) as an Independent Director	Special

A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights does not arise.

The results of the remote e-voting and e-voting at AGM through VC/OAVM are summarised as follows in terms of the count and sum of votes cast for and against out of the total valid votes is given below:

Resolution S. No	Count of Votes cast for	Sum of votes cast for	Count of votes cast against	Sum of votes cast against	Total valid votes	Assent %	Dissent %
1	393	36867646	25	1102	36868748	100%	negligible
2	401	37329282	21	711	37329993	100%	negligible
3	372	37324738	45	4075	37328813	99.99%	0.01%
4	382	37317775	37	11738	37329513	99.97%	0.03%
5	381	37316685	39	12843	37329528	99.97%	0.03%
6	381	5248124	35	3322	5251446	99.94%	0.06%
7	374	37261077	44	67751	37328828	99.82%	0.18%

For the resolution No. 6 pertaining to approval of material related party transactions, the related parties were abstained from voting, as stipulated under the relevant regulations.

Since the requisite number of votes cast in favor exceeded the number of votes cast against in respect of resolutions in S No. 1 to 6, we hereby report that the resolutions 1 to 6 were duly passed with requisite majority as Ordinary Resolutions.



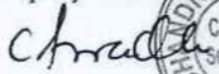
Since the number of votes cast in favor exceeds by three times the number of votes cast against in respect of S No 7, we hereby report that the resolution number 7 was duly passed with requisite majority as Special Resolution.

The data sheet relating to Remote e-voting and e-voting after AGM through VC/OAVM, records are in the safe custody of the undersigned and that they will be handed over to the Company, once the Minutes are approved and signed.

Thanking you,

Yours faithfully,

B Chandra & Associates
Company Secretaries in Practice


Chandrasekar Anuradha
Partner

CP No. 21407

UDIN: A038746F001337384

Peer Review No 1711/2022

**Report received on behalf of the Chairman
For Tamilnadu Petroproducts Limited**



K T Vijayagopal
Whole-time Director (Finance) & CFO
DIN : 02341353

Place: Chennai
Date : 27.09.2024

