

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL

To

The Chairman of 48th Annual General Meeting of the members of
M/s. Chennai Petroleum Corporation Limited ("the Company") held on the 20th day of August, 2014
at Kamaraj Arangam, 492, Anna Salai, Chennai-600006.

Dear Sir,

Sub: Passing of Resolution through Electronic Voting (e-voting) and Poll at the 48th Annual General Meeting !

1. I, S Lalitha, Company Secretary in Practice, has been appointed as Scrutinizer by
 - (a) M/s. Chennai Petroleum Corporation Limited ("the Company") for the purpose of scrutinizing e-voting process under section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (b) Also as a scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 48th Annual General Meeting of the Equity Shareholders of the Company held on 20th August, 2014 at Kamaraj Arangam, 492, Anna Salai, Chennai-600006.
 - (c) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll and on the resolutions contained in the Notice and addendum to the notice of 48th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting and poll process is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting platform provided by M/s. Karvy Computershare Private Limited, the authorized agency engaged by the Company to provide e-voting facilities and based on the votes exercised by the members through polling at the 48th Annual General Body Meeting.
 - (d) I have issued separate Scrutinizer's Report dated 18th August, 2014 **on e-voting** and separate Scrutinizer Report dated 21st August, 2014 **on poll**, on the resolutions contained in the notice to the AGM. I submit herewith my combined report on the results of e-voting together with poll as under:-



Item No.1:-

To receive, consider and adopt the Audited Statement of Profit and Loss of the Company for the period from 1st April 2013 to 31st March 2014 and the Audited Balance Sheet as at 31st March 2014, together with the Directors' Report and the Auditors' Report.

i. Voted in **Favour** or **Against** the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	51	60	111	19,643,287	101,472,411	121,115,698	99.999
Voted Against	0	4	4	0	405	405	00.001
Total	51	64	115	19,643,287	101,472,816	121,116,103	100.000

ii. **Abstain/Invalid** votes:

Number of Members voted			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
1	2	3	200	227	427

The ordinary resolution stands passed (e-voting and poll) with requisite majority.



Item No.2:-

To appoint a Director in place of Mr T S Ramachandran (DIN:03589996) who retires by rotation and being eligible, offers himself for reappointment.

i. Voted in **Favour** or **Against** the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	42	51	93	18,858,128	100,205,572	119,063,700	98.306
Voted Against	8	12	20	785,044	1,267,181	2,052,225	01.694
Total	50	63	113	19,643,172	101,472,753	121,115,925	100.000

ii. **Abstain/Invalid** votes:

Number of Members voted			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
2	3	5	315	290	605

The ordinary resolution stands passed (e-voting and poll) with requisite majority.



Item No.3:-

Appointment of Mr.Mohan Lal (DIN: 06419725) as a Director.

i. Voted in **Favour** or **Against** the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	42	50	92	18,858,135	100,204,372	119,062,507	98.305
Voted Against	8	13	21	784,952	1,268,381	2,053,333	01.695
Total	50	63	113	19,643,087	101,472,753	121,115,840	100.000

ii. **Abstain/Invalid** votes:

Number of Members voted			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
3	3	6	400	290	690

The ordinary resolution stands passed (e-voting and poll) with requisite majority.



Item No.4:-

Appointment of Mr G Ramaswamy (DIN:03048826) as a Director of the Company.

i. Voted in **Favour** or **Against** the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	46	56	102	19,642,236	101,470,622	121,112,858	99.998
Voted Against	4	8	12	851	2,132	2,983	00.002
Total	50	64	114	19,643,087	101,472,754	121,115,841	100.00

ii. Abstain/Invalid votes: |

Number of Members voted			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
3	3	6	400	290	690

The ordinary resolution stands passed (e-voting and poll) with requisite majority.



Item No.5:-

Appointment of Mr Sanjiv Singh (DIN:05280701) as an Nominee Director of Indian Oil Corporation Limited on the Board of Directors of the Company.

i. Voted in **Favour** or **Against** the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	44	48	92	18,858,735	100,205,353	119,064,088	98.306
Voted Against	7	13	20	784,452	1,267,251	2,051,703	01.694
Total	51	61	112	19,643,187	101,472,604	121,115,791	100.000

ii. **Abstain/Invalid** votes:

Number of Members voted			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
2	5	7	300	440	740

The ordinary resolution stands passed (e-voting and poll) with requisite majority.



Item No.6:-

Ratification of Remuneration of Cost Auditor for the year 2014-15.

i. Voted in **Favour** or **Against** the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	48	57	105	19,642,846	101,471,841	121,114,687	99.999
Voted Against	2	5	7	341	675	1,016	00.001
Total	50	62	112	19,643,187	101,472,516	121,115,703	100.000

ii. Abstain/Invalid votes:

Number of Members voted			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
2	4	6	300	527	827

The ordinary resolution stands passed (e-voting and poll) with requisite majority.



Item No.7:-

Taking note of Erosion of more than 50% of the Net Worth of the Company.

i. Voted in **Favour** or **Against** the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	48	46	94	19,642,846	101,471,383	121,114,229	99.999
Voted Against	3	15	18	441	1,173	1,614	00.001
Total	51	61	112	19,643,287	101,472,556	121,115,843	100.000

ii. **Abstain/Invalid** votes:

Number of Members voted			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
1	5	6	200	487	687

The ordinary resolution stands passed (e-voting and poll) with requisite majority.



Item No.8:-

Appointment of Mr.Ashok Balasubramanian (DIN:06861345) as a Nominee Director of Indian Oil Corporation Limited on the Board of Directors of the Company.

i. Voted in **Favour** or **Against** the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	42	56	98	13,704,889	101,470,591	115,175,480	99.998
Voted Against	4	7	11	541	2,122	2,663	00.002
Total	46	63	109	13,705,430	101,472,713	115,178,143	100.000

ii. Abstain/Invalid votes:

Number of Members voted			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
6	3	9	6,074,863	330	6,075,193

The ordinary resolution stands passed (e-voting and poll) with requisite majority.

You may accordingly declare the result of the voting through electronic voting / poll (physical voting).

The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,
Yours Sincerely,



(S.LALITHA)

Scrutinizer

S. Lalitha, MA, FCS, B.G.L.,
Company Secretary in Practice
CP No. 2666 Company Secretary (C.P) No : 2666

Place: Chennai

Dated: 21.08.2014