

चेन्नै पेट्रोलियम कॉर्पोरेशन लिमिटेड

(इंडियन ऑयल की ग्रुप कम्पनी)

Chennai Petroleum Corporation Limited

(A group company of IndianOil)



CS:01:002

8th September, 2015

The Secretary,
BSE Ltd.
Phiroze Jeejeeboy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G-Block,
Bandra Kurla Complex
Bandra (e)
Mumbai – 400 051

Dear Sir,

Sub.: Details regarding the voting results at our Annual General Meeting held on 7th September, 2015 –
Clause 35A of the Listing Agreement – Reg.

We wish to inform that pursuant to Clause 35A of the Listing Agreement, Members of the Company at their Annual General Meeting held on 7th September, 2015 transacted the businesses as contained in the Notice dated 28th July, 2015.

NAME: CHENNAI PETROLEUM CORPORATION LIMITED

SL. NO.	DESCRIPTION	
A	DATE OF AGM	07-09-2015
B	E-VOTING PERIOD	03-09-2015 TO 06-09-2015 (BOTH DAYS INCLUSIVE)
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE	63553
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	4021
	SHAREHOLDERS	PRESENT IN PERSON
		PRESENT THROUGH PROXY
		TOTAL
		SHARES
		% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	0
		1
		1
		77265200
		51.88669
	PUBLIC	3969
		51
		4020
		355347
		0.23863
	TOTAL	3969
		52
		4021
		77620547
		52.12532
E	No. of shareholders attended the meeting through Video conferencing – N.A, No video conferencing facility was made available.	

P. Shukla

आई एस ओ 9001: 2008, आई एस ओ 14001: 2004, बी एस ओ एच एस ए एस 18001: 2007 प्रमाणित कम्पनी / An ISO 9001: 2008, ISO 14001: 2004, BS OHSAS 18001: 2007 Certified Company

कम्पनी की सी आई एन एल 40101 टी एन 1965 जी ओ आई 005389 / The CIN of the Company is L 40101 TN 1965 GOI 005389

मणली, चेन्नै / Manali, Chennai-600 068 फोन / Phone : 2594 4000 to 09 वेबसाइट/Website : www.cpcl.co.in

पंजीकृत कार्यालय : 536, अण्णा सालै, तेनाम्पेट, चेन्नै - 600 018. / Regd. Office : 536, Anna Salai, Teynampet, Chennai - 600 018. फोन/Phone : 24349232, 24349833, 24349294 फैक्स/Fax : +91-44-24341753

We are attaching herewith the details of Ordinary Resolutions passed at the 49th Annual General Meeting with requisite majority alongwith the Combined Scrutinizer Report for E-Voting and Poll given by Mrs. S.Lalitha, Practicing Company Secretary (CP No.2666) for your information and records.

Yours faithfully
For **Chennai Petroleum Corporation Limited**



P.SHANKAR
COMPANY SECRETARY



Encl.: a/a

Copy:

1. NSDL
2. CDSL

DETAILS OF RESOLUTIONS PASSED THROUGH E-VOTING & POLL CONDUCTED AT THE 49TH ANNUAL GENERAL MEETING				
SL. NO.	RESOLUTION	WHETHER ORDINARY / SPECIAL RESOLUTION	MODE OF VOTING	REMARKS
	ORDINARY BUSINESSES			
1	To receive, consider and adopt the Audited Financial Statement of Profit and Loss of the Company for the period from 1st April 2014 to 31st March 2015 and the Audited Balance Sheet as at 31st March 2015, together with the Director's Report and the Auditor's Report.	ORDINARY	E-VOTING & POLL	PASSED WITH REQUISITE MAJORITY
2	To appoint a Director in place of Mr.S.Venkataramana (DIN:03282268) who retires by rotation and being eligible, offers himself for reappointment.	ORDINARY	E-VOTING & POLL	PASSED WITH REQUISITE MAJORITY
3	To appoint a Director in place of Mr.Sanjiv Singh (DIN:05280701) who retires by rotation and being eligible, offers himself for reappointment.	ORDINARY	E-VOTING & POLL	PASSED WITH REQUISITE MAJORITY
	SPECIAL BUSINESSES	ORDINARY	E-VOTING & POLL	PASSED WITH REQUISITE MAJORITY
4	Appointment of Shri Gautam Roy (DIN:06659522) as Director of the Company.	ORDINARY	E-VOTING & POLL	PASSED WITH REQUISITE MAJORITY
5	Appointment of Shri U.Venkata Ramana (DIN:07029234) as Director of the Company.	ORDINARY	E-VOTING & POLL	PASSED WITH REQUISITE MAJORITY
6	Appointment of Shri S.Krishna Prasad (DIN:03065333) as Director of the Company.	ORDINARY	E-VOTING & POLL	PASSED WITH REQUISITE MAJORITY
7	Appointment of Ms.Perin Devi (DIN: 07145051) as a Director of Company	ORDINARY	E-VOTING & POLL	PASSED WITH REQUISITE MAJORITY
8	Ratification of remuneration of Cost Auditor for the year 2015-16	ORDINARY	E-VOTING & POLL	PASSED WITH REQUISITE MAJORITY
9	Taking note of further reduction of more than 50% of the peak net worth of the Company	ORDINARY	E-VOTING & POLL	PASSED WITH REQUISITE MAJORITY

Shankar

P. SHANKAR
Company Secretary
Chennai Petroleum Corporation Limited
536, Anna Salai Teynampet,
Chennai - 600 018.

DETAILS OF VOTING RESULTS

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes against (5)	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Promoter and Promoter Group	100198100	100198100	100	100198100	100		
1	Public – Institutional Holders	28487706	8539858	29.9773	8539858	100		
1	Public-Others	20225594	36858	0.1822	36553	99.1724	305	0.8275
	Total	148911400	108774816	73.0467	108774511	99.9997	305	0.0003
2	Promoter and Promoter Group	100198100	100198100	100	100198100	100		
2	Public – Institutional Holders	28487706	8580843	30.1212	4125959	48.0833	4454884	51.9166
2	Public-Others	20225594	36878	0.1823	35897	97.3398	981	2.6601
	Total	148911400	108815821	73.0742	104359956	95.9051	4455865	4.0949
3	Promoter and Promoter Group	100198100	100198100	100	100198100	100		
3	Public – Institutional Holders	28487706	8580843	30.1212	5953301	69.3789	2627542	30.621
3	Public-Others	20225594	36918	0.1825	35853	97.1152	1065	2.8847
	Total	148911400	108815861	73.0742	106187254	97.5844	2628607	2.4156
4	Promoter and Promoter Group	100198100	100198100	100	100198100	100		
4	Public – Institutional Holders	28487706	8580843	30.1212	8580843	100		
4	Public-Others	20225594	36968	0.1828	36462	98.6312	506	1.3687
	Total	148911400	108815911	73.0743	108815405	99.9995	506	0.0005
5	Promoter and Promoter Group	100198100	100198100	100	100198100	100		
5	Public – Institutional Holders	28487706	8580843	30.1212	4230128	49.2973	4350715	50.7026
5	Public-Others	20225594	36968	0.1828	36473	98.661	495	1.3389
	Total	148911400	108815911	73.0743	104464701	96.0013	4351210	3.9987
6	Promoter and Promoter Group	100198100	100198100	100	100198100	100		
6	Public – Institutional Holders	28487706	8580843	30.1212	4125959	48.0833	4454884	51.9166
6	Public-Others	20225594	36968	0.1828	36462	98.6312	506	1.3687
	Total	148911400	108815911	73.0743	104360521	95.9056	4455390	4.0944
7	Promoter and Promoter Group	100198100	100198100	100	100198100	100		
7	Public – Institutional Holders	28487706	8580843	30.1212	4125959	48.0833	4454884	51.9166
7	Public-Others	20225594	36968	0.1828	32935	89.0905	4033	10.9094
	Total	148911400	108815911	73.0743	104356994	95.9023	4458917	4.0977

P. Shankar
P. SHANKAR
 Company Secretary
 Chennai Petroleum Corporation Limited
 536, Anna Salai Teynampet,
 Chennai - 600 018.

8	Promoter and Promoter Group	100198100	100198100	100	100198100	100		
8	Public – Institutional Holders	28487706	8580843	30.1212	8580843	100		
8	Public-Others	20225594	36947	0.1827	36535	98.8848	412	1.1151
	Total	148911400	108815890	73.0743	108815478	99.9996	412	0.0004
9	Promoter and Promoter Group	100198100	100198100	100	100198100	100		
9	Public – Institutional Holders	28487706	8580843	30.1212	8580843	100		
9	Public-Others	20225594	36923	0.1826	33174	89.8464	3749	10.1535
	Total	148911400	108815866	73.0742	108812117	99.9966	3749	0.0034

P. Shankar

P. SHANKAR

Company Secretary
Chennai Petroleum Corporation Limited
536, Anna Salai Teynampet,
Chennai - 600 018.



REPORT OF SCRUTINIZER

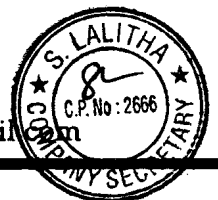
To
The Chairman of the 49th Annual General Meeting of the members of M/s.Chennai Petroleum Corporation Limited ("the Company") held on the Monday, 07th day of September, 2015 at Kamaraj Arangam, 492, Anna Salai, Chennai-600 006.

Dear Sir,

I, S.Lalitha, a Company Secretary in Practice, was appointed as Scrutinizer by the M/s.Chennai Petroleum Corporation Limited ("the Company") for the purpose of Scrutinizing e-voting process and voting by use of polling papers at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement in respect of below mentioned resolutions proposed at the 49th Annual General Meeting of the Equity Shareholders of the Company held on 07th day of September, 2015 at Kamaraj Arangam, 492, Anna Salai, Chennai-600 006, submit my report as under:

1. 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 polling papers and on the resolutions contained in the Notice of 49th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and voting through polling process conducted at the AGM is restricted to make consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions as stated in the said Notice, based on the reports generated from the e-voting system provided by M/s. Karvy Computershare Private Limited, the authorized agency engaged by the Company to provide e-voting facility for e-voting and poll conducted at the AGM.
2. The Notice dated 28.07.2015 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through registered post by 13th day of August, 2015 and through e-mail to shareholders whose email IDs are registered with the Company/Depository Participant(s) on 12th day of August, 2015.
3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of Annual General Meeting and providing e-voting facility in 'The Hindu' (English daily newspaper) and in 'Makkal Kural' (Tamil daily newspaper) on 16th day of August, 2015.

Page 1 of 12



4. In terms of the aforesaid Notice, voting through electronic means was kept open for 4 (Four) days from Thursday, September 3, 2015 (9:30 A.M) to Sunday, September 6, 2015 (5:00 P.M).
5. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. 01st September, 2015.
6. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked by me in presence of members and proxies present at the meeting.
7. The locked ballot box was subsequently opened in my presence along with two witnesses namely Mr.S.Neeraj and Ms.V.Sukanya and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company M/s. Karvy Computershare Private Limited and the authorizations/proxies lodged with the Company.
8. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were counted, thereafter the votes cast under e-voting facility were unblocked in the presence of Mr.S.Neeraj and Ms.V.Sukanya who are not in employment with the Company.
9. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
10. Summary of the e-voting and poll is as follows:



Item No.1:-

To receive, consider and adopt the Audited Financial Statement of Profit and Loss of the Company for the period from 1st April 2014 to 31st March 2015 and the Audited Balance Sheet as at 31st March 2015, together with the Director's Report and the Auditor's Report.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	70	75	145	3,14,98,336	7,72,76,175	10,87,74,511	99.999
Voted Against	1	2	3	100	205	305	0.001
Total	71	77	148	3,14,98,436	7,72,76,380	10,87,74,816	100

ii. Abstain/Invalid votes:

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
1	16	17	40,985	1,297	42,282

The ordinary resolution has been passed under e-voting and poll with requisite majority.



Item No.2:-

To appoint a Director in place of Mr.S.Venkataramana (DIN:03282268) who retires by rotation and being eligible, offers himself for reappointment.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	33	78	111	2,70,83,766	7,72,76,190	10,43,59,956	95.905
Voted Against	39	2	41	44,55,565	300	44,55,865	4.095
Total	72	80	152	3,15,39,331	7,72,76,490	10,88,15,821	100

ii. Abstain/Invalid votes:

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
-	13	13	-	1,187	1,187

The ordinary resolution has been passed under e-voting and poll with requisite majority.



Item No.3:-

To appoint a Director in place of Mr.Sanjiv Singh (DIN:05280701) who retires by rotation and being eligible, offers himself for reappointment.

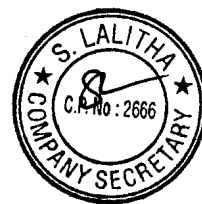
i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	44	77	121	2,89,11,114	7,72,76,140	10,61,87,254	97.584
Voted Against	28	2	31	26,28,307	300	26,28,607	2.416
Total	72	79	152	3,15,39,421	7,72,76,440	10,88,15,861	100

ii. Abstain/Invalid votes:

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
-	14	14	-	1,237	1,237

The ordinary resolution has been passed under e-voting and poll with requisite majority.



Item No.4:-

Appointment of Shri.Gautam Roy (DIN:06659522) as a Director of the Company.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	69	77	146	3,15,39,260	7,72,76,145	10,88,15,405	99.999
Voted Against	3	3	6	161	345	506	0.001
Total	72	80	152	3,15,39,421	7,72,76,490	10,88,15,911	100

ii. Abstain/Invalid votes:

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
-	13	13	-	1,187	1,187

The ordinary resolution has been passed under e-voting and poll with requisite majority.



Item No.5:-

Appointment of Shri.U.Venkata Ramana (DIN:07029234) as a Director of the Company.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	39	77	116	2,71,88,556	7,72,76,145	10,44,64,701	96.001
Voted Against	33	3	36	43,50,865	345	43,51,210	3.999
Total	72	80	152	3,15,39,421	7,72,76,490	10,88,15,911	100

ii. Abstain/Invalid votes:

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
-	13	13	-	1,187	1,187

The ordinary resolution has been passed under e-voting and poll with requisite majority.



Item No.6:-

Appointment of Shri.S.Krishna Prasad (DIN:03065333) as a Director of the Company.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	36	77	113	2,70,84,376	7,72,76,145	10,43,60,521	95.905
Voted Against	36	3	39	44,55,045	345	44,55,390	4.095
Total	72	80	152	3,15,39,421	7,72,76,490	10,88,15,911	100

ii. Abstain/Invalid votes:

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
-	13	13	-	1,187	1,187

The ordinary resolution has been passed under e-voting and poll with requisite majority.



Item No.7:-

Appointment of Ms.Perin Devi (DIN: 07145051) as a Director of the Company.

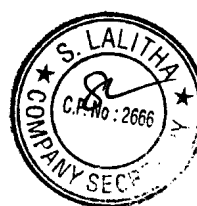
i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	34	76	110	2,70,80,876	7,72,76,118	10,43,56,994	95.902
Voted Against	38	4	42	44,58,545	372	44,58,917	4.098
Total	72	80	152	3,15,39,421	7,72,76,490	10,88,15,911	100

ii. Abstain/Invalid votes:

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
-	13	13	-	1,187	1,187

The ordinary resolution has been passed under e-voting and poll with requisite majority.



Item No.8:-

Ratification of Remuneration of Cost Auditor for the year 2015-16.

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

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	68	74	142	3,15,39,259	7,72,76,219	10,88,15,478	99.999
Voted Against	3	5	8	151	261	412	0.001
Total	71	79	150	3,15,39,410	7,72,76,480	10,88,15,890	100

ii. Abstain/Invalid votes:

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
1	14	15	11	1,197	1,208

The ordinary resolution has been passed under e-voting and poll with requisite majority.



Item No.9:-

Taking note of further reduction of more than 50% of the peak net worth of the Company

i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	65	74	139	3,15,35,749	7,72,76,368	10,88,12,117	99.996
Voted Against	7	4	11	3,672	77	3,749	0.004
Total	72	78	150	3,15,39,421	7,72,76,445	10,88,15,866	100

ii. Abstain/Invalid votes:

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
-	15	15	-	1,232	1,232

The ordinary resolution has been passed under e-voting and poll with requisite majority.



The registers, all other papers and relevant records relating to e-voting and poll shall remain in my safe custody and the same will be handed over to the Company Secretary for safe keeping after approval of minutes by the Chairman.

Note: The Company has received totally 96 ballot papers at the AGM. Out of which only 93 ballot papers were considered for the report and the remaining 3 ballot papers were not considered due to lack of Folio/DPIN id.

Thanking You,
Yours Sincerely,

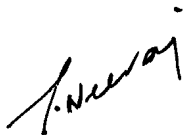


S. Lalitha, M.A., F.C.S., B.G.L.,
Company Secretary (C.P) No : 2666

S.Lalitha
FCS 4464; CP No. 2666

Place: Chennai
Dated: 08.09.2015

Witness:



S.Neeraj
S/O. M. SAGARMAL
1st FLOOR, 36/98, HALLS ROAD,
KILPAUK, CHENNAI-10



V.Sukanya
D/O. S.VIJAYAKUMAR
2nd FLOOR, 36/98 HALLS ROAD,
KILPAUK, CHENNAI-10.