



RESULTS OF VOTING AT THE ANNUAL GENERAL MEETING

The 29th Annual General Meeting of the Company was held at 2.45 p.m. on 12th August 2014 at Tamil Isai Sangam, Rajah Annamalai Mandram, No.5, Esplanade Road (Near High Court), Chennai-600 108.

Pursuant to the provisions of Companies Act, 2013 and revised Clause 35B of the Listing Agreement, the Company had through CDSL platform provided e-voting facility to its members for voting on the resolutions proposed in the AGM Notice. E-Voting commenced on August 5, 2014 and ended on August 7, 2014.

In order to provide an opportunity to the shareholders who could not exercise the e-voting, the Chairman, suo moto, ordered to conduct the voting at the venue by Poll.

Mrs. B. Chandra was appointed as the Scrutinizer for both the 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 Scrutinizer has submitted her report vide copy enclosed.

As per the Report of the Scrutinizer, all the resolutions proposed in the notice of the AGM have been duly passed, details of which are available in the report.

By order of the Board

For Tamilnadu Petroproducts Limited

R. Deepti

Company Secretary



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CIN : L23200TN1984PLC010931

PS B.CHANDRA
PRACTISING COMPANY SECRETARY

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FORM NO. MGT - 13

Report of the Scrutinizer(s)

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

Dated 12th August, 2014

To

*The Chairman,
of the Annual General Meeting of the Equity Shareholders of Tamilnadu
Petroproducts Limited, held on Tuesday, 12TH of August, 2014 at Tamil Isai Sangam,
Rajah Annamalai Mandram, No. 5, Esplanade Road (Near High Court), Chennai – 600 108,
at 2.45 p.m.*

**Subject: Consolidated report of Poll and E-Voting with respect to Ordinary &
Special Resolution(s) under various 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 A2, Happy Home
Apartments , New No.9, United India Colony, 4th Main Road, Kodambakkam,
Chennai – 600 024 appointed as Scrutinizer as per the letter dated 12th July 2014, for
the purpose of voting by electronic means and poll on the below mentioned

resolutions, at the Annual General Meeting of the equity shareholders of **Tamilnadu Petroproducts Limited** held on 12th August 2014, at Tamil Isai Sangam, Rajah Annamalai Mandram, No. 5, Esplanade Road (Near High Court), Chennai – 600 108 at 2.45 p.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 Annual General Meeting including Statement under Section 102 of the Act have been despatched to all the members of the company through electronic means (wherever email ids were available) and to the other share holders by registered post and through courier on the 19 th of July 2014 and subsequently, the notice was also placed on the website of the company and that of the agency, i.e., Cameo Corporate Services Limited (Registrar and Share Transfer Agent). The members of the company were given an option to vote electronically on e-voting platform, provided by the Central Depository Services Limited (CDSL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in the newspaper ' Makkal Kural ' and ' The Economic Times ' on the 21st of July 2014 .
c.	The e-voting period commenced on 5th August 2014 and ended on 7th August 2014. E-Voting system was made available at all times except between 00:00 hrs and 01:00 hrs (IST).
d.	Accordingly, the electronic votes cast were taken into account and at the end of the voting period, on 7 th of August, 2014, the CDSL portal was blocked for voting.
e.	The votes cast under e-voting were unblocked in the presence of two witnesses not in employment of the company on the 8th of August, 2014.
f.	A register has been maintained electronically to record the assent and 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, etc. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
g.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to attend the Annual General Meeting (AGM).

At the Annual General Meeting held at the scheduled date, time and venue, the Chairman announced a poll taking into account the provisions of Section 109 of the Companies Act, 2013 and the rules referred therein read with the **General Circular No. 20/2014** issued by the **Ministry of Corporate Affairs** dated 17th June 2014.

The polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders who were present. The share holders cast their votes in the **4 ballot boxes** kept at convenient locations in the venue.

Four empty polling boxes were locked and sealed in the presence of the members and the proxies.

1. At the time fixed for closing of the poll by the Chairman, all the 4 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 also in the presence of two witnesses 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	RESOLUTION	RESOLUTION TYPE
		ORDINARY/SPECIAL
1	To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2014 including audited Balance Sheet as at 31 st March 2014 and the Statement of Profit and Loss for the year ended and the Cash Flow Statement on that date and the Reports of the Board of Directors and Auditors thereon.	Ordinary
2	To appoint a Director in place of Mr. R Karthikeyan (DIN 00824621), who retires by rotation and being eligible offers himself for re-election.	Ordinary
3	To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Reg no.008072S) as Auditors of the Company.	Ordinary
4	To appoint Mr. C V Sankar, IAS (DIN 00703204), as a Director of the Company not liable to retire by rotation.	Ordinary
5	To appoint Dr K.U. Mada (DIN 00011395), as an Independent Director of the Company to hold office for a period of 5 years from 27th May, 2014.	Ordinary
6	To appoint Director Mr. N R Krishnan, IAS (Retd.) (DIN 00047799), as an Independent Director of the Company to hold office for a period of 5 years from 27th May, 2014.	Ordinary
7	To appoint Mr. C. Ramachandran, IAS (Retd.) (DIN 00050893), as an Independent Director of the Company to hold office for a period of 5	Ordinary

	years from 27th May, 2014.	
8	To appoint Mr. Dhananjay N Mungale (DIN 00007563), as an Independent Director of the Company to hold office for a period of 5 years from 27th May, 2014.	Ordinary
9	To appoint Mr. M Pazhaniandy Pillai (DIN: 06874820), as a Director of the Company liable to retire by rotation.	Ordinary
10	To appoint Mr. M Pazhaniandy Pillai (DIN: 06874820), as the Wholetime Director (Operations) of the Company for a period of three years with effect from 27th May, 2014.	Special
11	To empower the Board to borrow moneys in excess of the paid-up capital and free reserves and also to mortgage and/or charge the assets of the Company to secure such borrowings.	Special

The results of the poll and e-voting means are as follows:

Details of the number of members present, voting in person or by proxy and through electronic means and the valid / invalid votes in respect of each of the resolutions are given below:

Resolution S.No	Number of members who have cast their votes either by e-voting & poll		Number of valid votes	Number of invalid votes
	ASSENT	DISSENT		
1	45	10	55	2
2	44	12	56	1
3	46	10	56	1
4	46	11	57	0
5	45	11	56	1
6	44	12	56	1
7	43	13	56	1
8	43	13	56	1
9	44	12	56	1
10	45	11	56	1
11	43	14	57	0

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	Votes cast in Favour (In Nos.)	Votes cast Against (In Nos.)	Total - Valid Votes	Assent %	Dissent %	Passed /Not Passed
1	32286172	1256	32287428	99.996%	0.004%	Passed as an Ordinary Resolution
2	32285797	1581	32287378	99.995%	0.005%	Passed as an Ordinary Resolution
3	32286272	1256	32287528	99.996%	0.004%	Passed as an Ordinary Resolution
4	32285947	1681	32287628	99.995%	0.005%	Passed as an Ordinary Resolution
5	32285622	1756	32287378	99.994%	0.006%	Passed as an Ordinary Resolution
6	32285822	1556	32287378	99.995%	0.005%	Passed as an Ordinary Resolution
7	32285597	1781	32287378	99.994%	0.006%	Passed as an Ordinary Resolution
8	32285697	1681	32287378	99.995%	0.005%	Passed as an Ordinary Resolution
9	32285797	1581	32287378	99.995%	0.005%	Passed as an Ordinary Resolution
10	32286022	1356	32287378	99.996%	0.004%	Passed as a Special Resolution
11	32285438	2190	32287628	99.993%	0.007%	Passed as a Special Resolution

Since requisite no. of votes cast in **FAVOUR** exceeded the no. of votes cast **AGAINST** in respect of resolutions in S.No **1 to 9** and the no. of votes cast in favor were not less than three times the votes cast against in respect of resolutions in S.No **10 & 11**, I hereby report that the above resolutions were passed with requisite majority.

In respect of one shareholder who has voted in the poll after the shareholder has already exercised his e-voting option, the poll paper has been ignored as duplicate and the e-voting result is taken as final.

- The poll papers and all other relevant records were sealed and handed over to the Company Secretary /~~Director authorized by the Board~~ for safe keeping.

5. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the company, once the Minutes are approved and signed.

Thanking you,

Yours faithfully,

g m m
14-8-14
CHAIRMAN
Tamil Nadu Petro Products Limited



B CHANDRA
Company Secretary in Practice
C.P No. 7859

Encl: Polling Papers 34 in number.