



Tamilnadu Petroproducts Limited

Secy / 14 / 34th AGM / 2019

Email: secy-legal@tnpetro.com
7th August 2019

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

The Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th 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 34th AGM of TPL held on 5th August 2019 – Reg.

Please find enclosed the copy of the Voting Results under Regulation 44 of SEBI (LODR) 2015 and Scrutiniser's Report for the 34th Annual General Meeting of the Company held on 5th August 2019 at 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


K Priya

Company Secretary & Compliance Officer




Regd. Office & Factory :
Post Box No. 9, Manali Express Highway, Manali, Chennai - 600 068. India.
Tel. : (0091) - 44 - 25945500 to 09 Telefax : 044-25945588
Website : www.tnpetro.com CIN : L23200TN1984PLC010931
TPL GSTIN : 33AAACT1295M1Z6





7th August 2019

RESULTS OF VOTING AT THE GENERAL MEETING

The 34th Annual General Meeting of the Company was held at 03.00 PM on 5th August 2019 at Rajah Annamalai Mandram, No: 5 Esplanade Road, 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 2nd August 2019 at 09.00 AM and ended on 4th August 2019 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.

M/s B Chandra & Associates, Practicing Company Secretaries were appointed as the Scrutinisers 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 Scrutinisers have submitted their report vide copy enclosed.

As per the Report of the Scrutinisers, 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



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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 07th August 2019

To

The Chairman,
of the 34th Annual General Meeting of M/s. **Tamilnadu Petroproducts Limited**, held on 05th August, 2019 at Rajah Annamalai Mandram, No. 5, Esplanade Road (Opp to High Court), Chennai - 600 108 at 03.00 P.M.

Subject: Ordinary and Special Resolutions passed 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,

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 Scrutinizer as per the letter dated 12th July 2019 for the purpose of voting by electronic means and for the poll conducted on the below mentioned resolutions, at the 34th Annual General Meeting of the Equity Shareholders of Tamilnadu Petroproducts Limited held on 05th August 2019, at Rajah Annamalai Mandram, No. 5, Esplanade Road (Opp to High Court), Chennai - 600 108 at 03.00 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 meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means on 9 th July 2019 (wherever email ids were available) and to the other shareholders by permitted mode on 12 th July 2019. Subsequently, the Notice convening was also placed on the website of the Company and that of the agency, i.e., Central Depository Services (India) Limited. The members of the Company were given an option to vote electronically on e-voting platform, provided by the (CDSL). |
|----|---|

AG 3, RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai - 600026.



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bchandracosecy@gmail.com
H/P : 9840276313, 9840375053
Phone : 044-23620157

b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper of Financial Express on 13 th July 2019 and a Tamil News Paper Makkal Kural on 13 th July 2019.
c.	The e-voting period commenced on 02 nd August 2019 at 9.00 AM and ended on 04 th August 2019 at 5.00 PM.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 04 th August 2019 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 05 th August 2019.
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 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 four ballot boxes 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 / our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my/ our 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.

B. Chandrasekhar



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

S.No	Resolutions	Nature of Resolution
1	To receive, consider and adopt the Financial Statements of the Company and other Reports for the year ended 31st March 2019.	Ordinary
2	To declare a dividend of Rs.1.00 per equity share (10%)	Ordinary
3	To reappoint Mr. Ramesh Chand Meena, IAS, (DIN: 08009394), Director who retires by rotation and being eligible offers himself for re-election.	Ordinary
4	To fix the remuneration of Auditors to M/s. R.G.N. Price and Co., Chartered Accountants, Chennai having ICAI Registration Number 0027855, the Auditors of the Company.	Ordinary
5	To approve the appointment of Mr. N. Muruganandam, IAS, (DIN: 00540135) as a Director of the Company.	Ordinary
6	To approve the appointment of Dr. Aneesh Sekhar. S, IAS, (DIN: 07887010) as a Director of the Company .	Ordinary
7	To approve the appointment of Dr. N. Sundaradevan, IAS (Retd.) (DIN: 00223399) as an Independent Director of the Company.	Ordinary
8	To approve the appointment of Lt. Col. (Retd.) Shankar Chatapuram Swaminathan (DIN: 08397818) as an Independent Director of the Company.	Ordinary
9	To approve the appointment of Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as an Independent Director of the Company.	Ordinary
10	To approve the appointment of Mr. Debendranath Sarangi, IAS (Retd.) (DIN: 01408349) as an Independent Director of the Company .	Ordinary
11	To approve the reappointment of Mr. Dhananjay N Mungale (DIN: 00007563) as an Independent Director for the second term.	Special
12	To approve the reappointment of Ms. Sashikala Srikanth (DIN: 01678374) as an Independent Director for the second term .	Special
13	To approve the reappointment and remuneration of Mr. D Senthikumar (DIN: 00202578) as the Wholetime Director (Operations).	Special
14	To approve the reappointment and remuneration of Mr. KT Vijayagopal (DIN: 02341353) as the Wholetime Director (Finance) .	Special
15	To ratify the remuneration to the Cost Auditors for the year 2018-19 .	Ordinary
16	To approve the material related party transactions with Manali Petrochemicals Limited .	Ordinary

B. Chandrasekhar



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	63	2	65	2
2	62	3	65	2
3	62	2	64	2
4	57	7	64	2
5	61	3	64	2
6	61	3	64	2
7	60	4	64	2
8	60	4	64	2
9	62	2	64	2
10	59	5	64	2
11	61	3	64	2
12	59	4	63	3
13	56	8	64	2
14	57	7	64	2
15	57	7	64	2
16	59	4	63	4

For the item pertaining to approval of material related party transactions, the votes of the related parties have not been considered.

B. Chandrasekhar



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						
Resolut ion S.No	No of Votes Cast in Favour	No of Votes Cast Against	Total - Valid Votes	Assent %	Dissent %	Passed/Not Passed
1	35010963	22	35010985	99.9999	0.0001	Passed as ordinary resolution
2	35010958	27	35010985	99.9999	0.0001	Passed as ordinary resolution
3	35010953	22	35010975	99.9999	0.0001	Passed as ordinary resolution
4	35009648	1327	35010975	99.9962	0.0038	Passed as ordinary resolution
5	35010753	222	35010975	99.9994	0.0006	Passed as ordinary resolution
6	35010948	27	35010975	99.9999	0.0001	Passed as ordinary resolution
7	35010703	272	35010975	99.9992	0.0008	Passed as ordinary resolution
8	35010898	77	35010975	99.9998	0.0002	Passed as ordinary resolution
9	35010953	22	35010975	99.9999	0.0001	Passed as ordinary resolution
10	35010698	277	35010975	99.9992	0.0008	Passed as ordinary resolution
11	35010952	23	35010975	99.9999	0.0001	Passed as special resolution
12	35010847	123	35010970	99.9996	0.0004	Passed as special resolution
13	35009647	1328	35010975	99.9962	0.0038	Passed as special resolution
14	35009652	1323	35010975	99.9962	0.0038	Passed as special resolution
15	35009648	1327	35010975	99.9962	0.0038	Passed as ordinary resolution
16	3932632	227	3932859	99.9942	0.0058	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 10, 15&16 and the number of votes cast in favour were not less than three times the votes cast against in respect of resolution in S No 11 to 14, We hereby report that the above resolutions were duly passed with requisite majority as Ordinary and Special Resolutions respectively.

B Chandra & Associates



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 Chandra & Associates
Company Secretaries in Practice



A handwritten signature in black ink, appearing to read "B Chandra".

B Chandra
Partner
(CP No. 7859)

Encl: Polling Papers 31 in number.

COUNTER SIGNED ON BEHALF OF
THE CHAIRMAN

For TAMILNADU PETROPRODUCTS LIMITED

A handwritten signature in black ink, appearing to read "D. Senthikumar".

D. SENTHIKUMAR
Whole - Time Director (Operations)

PLACE: CHENNAI
DATE: 7.8.2019