

चेन्नै पेट्रोलियम कॉर्पोरेशन लिमिटेड

(इंडियनऑयल की ग्रुप कम्पनी)

Chennai Petroleum Corporation Limited

(A group company of IndianOil)



CS:01:002

23.08.2023

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

NSE SYMBOL: CHENNPETRO

BSE SCRIP CODE: 500110

ISIN: INE178A01016

Dear Sir/Madam,

SUBJECT: PROCEEDINGS OF 57TH ANNUAL GENERAL MEETING ('AGM') AND VOTING RESULTS.

In continuation to our intimation dated July 28th, 2023, the 57th AGM of the Company was held on August 22nd, 2023, and the businesses mentioned in the Notice dated July 24th, 2023 were transacted and passed with requisite majority. In this regard, please find the following enclosures;

1. Summary of proceedings as required under the Regulation 30, Part A and Regulation 51, Part B of Schedule- III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Chairperson's speech as read out during the AGM as **Annexure-1**.
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure - II**.
3. Report of the Scrutinizer dated August 23rd, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration), Rules 2014 as **Annexure - III**.

We request you to take the above on records.

Thanking you,

Yours faithfully,
for *Chennai Petroleum Corporation Limited*,

P. SHANKAR
COMPANY SECRETARY

D

Encl.: a/a

GIST OF THE PROCEEDINGS OF THE 57TH ANNUAL GENERAL MEETING OF CHENNAI PETROLEUM CORPORATION LIMITED, HELD ON 22ND AUGUST 2023

Date, time and venue of the Annual General Meeting (Meeting)

The 57th Annual General Meeting of the Company was held on Tuesday, the 22nd August, 2023 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The meeting commenced at 1530 HRS (IST) and concluded at 1702 HRS (IST).

Opening remarks of Chairman

Shri.S.M.Vaidya, Chairman, Chennai Petroleum Corporation Limited (a Government of India Enterprise and group company of Indian Oil Corporation Limited), Chaired the meeting, introduced the Board Members and welcomed the Members of the Company, Auditors etc., to the 57th Annual General Meeting (AGM) of the company.

The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman informed that the Meeting was held through VC/ OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.

With the consent of the members, the Notice of the 57th AGM was taken as read.

AGM Process

Company Secretary briefly informed about the process of AGM and read out the Extracts from the Auditors Report, CAG Report, Observation of Secretarial Auditor and Management Response thereto for the Financial Year 2022-23.

Chairman Speech

Chairman then delivered his speech.

Details of Resolutions:

The following items of businesses as set out in the Notice calling the Meeting were put up for shareholder's approval:

ORDINARY BUSINESSSES:

- 1.To receive, consider and adopt the Audited Financial Statement of the Company (Standalone and Consolidated) for the period from 1st April 2022 to 31st March 2023, together with the Directors' Report and the Auditor's Report.
2. To declare dividend on Preference Shares for the year 2022-23.
3. To declare dividend on Equity Shares for the year 2022-23.
4. To appoint a Director in place of Ms.Sukla Mistry (DIN:09309378), who retires by rotation and being eligible, offers herself for reappointment.
5. To appoint a Director in place of Mr.H.Shankar (DIN:08845247), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESSSES:

6. Appointment of Mr. Rohit Kumar Agrawala (DIN: 10048961) as a Director
7. Appointment of Mr. K. Surendaran (DIN: 10091005) as an Independent Director (by way of a Special Resolution)
8. Approval for Material Related Party Transactions with Cauvery Basin Refinery and Petrochemicals Limited, a Joint Venture Company of CPCL, for the year 2023-24 and 2024-25
9. Ratification of Remuneration of Cost Auditor for the year 2023-24
10. Appointment of Mr. P. Kannan (DIN: 10250173) as a Director

Company Secretary informed that pursuant to the provisions of the Companies Act 2013, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the Company had provided e-voting facility to its members to cast votes electronically, on all the resolutions set out in the notice dated 24.07.2023. He further informed that, the remote e-voting was open from 9.00 AM on Friday, the 18th August, 2023 till 5.00 PM on Monday, the 21st August, 2023.

Further, the facility for e-voting at the 57th AGM was made available to the members who were present at the Virtual Meeting and had not cast their votes by remote e-voting.

Company Secretary informed the members that M/s.LB & Co., Practicing Company Secretaries were appointed as scrutinizers for the purpose of scrutinizing the remote E-Voting and E-Voting at the AGM.

Replies to the queries of shareholders

After the Question session was over, clarifications were provided by Chairman to the queries raised by the members at the meeting.

Chairman informed the members that the results of the remote e-voting and e -voting during AGM shall be disseminated to the stock exchanges and also uploaded on the website of the Company and KFin Technologies Ltd. the agency providing e-voting facility, within the stipulated time.

Vote of thanks and conclusion

Managing Director, proposed vote of thanks after the conclusion of e-voting. Thereafter, Chairman declared the meeting closed.

Place: New Delhi

Date: 22.08.2023

Chairman's address on 57th Annual General Meeting of CPCL

Dear Esteemed Shareholders,

Welcome to the 57th Annual General Meeting of your Company. Let me begin by conveying my best wishes to all of you and thank you for your continued trust and support to the Company and its Management.

Global oil markets are gradually recalibrating after three turbulent years affected first by the Covid-19 pandemic and then by the Geopolitical unrest.

Global oil demand is expected to rise by 6% between 2022 and 2028 to reach 105.7 mb/d supported by robust demand from the petrochemical and aviation sectors.

The primary energy demand of India, the second fastest-growing economy in 2022 and tipped to be the fastest-growing economy in 2023, is estimated to grow at 2.2% annually, significantly higher than the global average of 0.2% until 2050.

Aided by growing industrial and economic base as well as rising urbanization, India's oil demand is projected to rise from the current 5 mb/d to 7 mb/d in 2030 and ~9 mb/d by 2040.

The Oil and Gas sector in India has been instrumental in fueling the growth of the Indian economy and CPCL has been continuously setting an example in ensuring economic prosperity and energy security, in the southern region of the country.

Your Company is cognizant of the accelerated focus towards decarbonization of the sector and is resolute on ensuring a just, orderly and pragmatic energy transition.

Moving on to the physical performance of CPCL, the Financial Year 2022-23 was a landmark year and a testimony of your Company's unwavering commitment to excellence.

Your Company achieved the highest ever crude throughput of 11.3 MMT during the year which corresponds to a capacity utilization factor of 108%.

CPCL processed around 13% of less costly opportunity crudes from Russia (1405 TMT) comprising of Urals, CPC Blend, SOKOL & ESPO. Your Company successfully implemented several profitability and system improvement initiatives.

In all, 28 Nos. of Energy Conservation schemes were implemented during the year which apart from resulting in savings and Fuel & Loss reduction, has resulted in the improvement in the Energy Intensity Index to 89.2 as compared to 96.2 in the previous fiscal.

The energy performance indices w.r.t Fuel and Loss (9.06%) and MBN (74.2) are at their best-ever performance level on annual basis.

Your company has exceedingly met the market demand of key products like LPG, MS, HSD. CPCL dispatched 241 TMTPA of Lube Oil Base Stocks, the highest dispatch made in last two decades.

As part of Aatmanirbhar Bharat initiative, indigenously produced Missile fuel equivalent to JP-7 was supplied to Defence Research and Development Organization (DRDO) in October 2022.

Your company will also be fulfilling the requirement of Rocket Propulsion fuel - ISROSENE for ISRO's Semi cryogenic engines in the coming years making our nation more self-reliant.

Your company's strong focus on safety has culminated in robust safety performance in FY 2022-23, where a track record of ZERO reportable accidents and fatalities was maintained.

The focus towards highest standards of safety has resulted into accident free 1281 days and fire free 1153 days at the end of FY 2022-23.

Coming to CPCL's Financial Performance in 2022-23, I am happy to share that your Company has recorded the highest ever Turnover of Rs.90,801 Cr, Profit Before Tax of Rs.4808 Crore and Profit After Tax of Rs.3534 Crore on the back of robust operational performance, supported by favourable cracks spreads.

This has resulted in significant reduction in your Company's Debt position to Rs.4,235 Cr as compared to Rs.9,223 Cr in the previous year. Your Company also contributed Rs.17728 Cr. towards the exchequers during the last fiscal.

In view of the all-time high profits, the Board of your Company has recommended a highest ever dividend of 270% on paid-up Equity Share Capital of the Company as on 31.03.2023 amounting to Rs. 27/- per equity share.

Your Company has achieved a CAPEX of about Rs.638 Cr during 2022-23 as against Rs.635 Cr. spent a year earlier.

As shared with you last year, Your company, along with Indian Oil Corporation Limited (IOCL) is implementing a 9 MMTPA Cauvery Basin Refinery & Petrochemicals Project (CBRPL) at Nagapattinam at an estimated cost of Rs.31,580 Cr.

The refinery complex will produce LPG, Petrol, Diesel and ATF meeting BS-VI specifications and Polypropylene as a value-added product.

The project is being implemented in Joint Venture mode with CPCL & IOCL having equity contribution of 25% each and remaining 50% by Strategic/Financial partners.

The Certificate of incorporation of the Joint Venture Company was received from the Ministry of Corporate Affairs in January 2023.

I wish to inform you that the land acquisition and transfer have commenced & are presently in advanced stage of completion.

The project is scheduled to be completed in 45 Months from Land acquisition and accordance of statutory approvals.

Speaking about Human Resources, your company believes in empowering its employees by creating a diverse and inclusive work environment that promotes personal and professional growth as well as empowerment of women workforce.

Your company's High performing work culture, talent nurturing practices, safety centric procedures, fosters and strengthens people to deliver high operational efficiency.

Beyond business, your company has been prioritizing in sustaining and maintaining long-term relationships with stakeholders by focusing on pragmatic social changes.

With the Corporate Social Responsibility (CSR) vision of "Strive for Educated, Healthy, Economically Developed and Environmentally Protected community around the Refinery",

Your company had contributed about Rs.6 Crore towards

- fostering community development activities,
- skill development,
- employment opportunities,
- infrastructure development and
- providing health care facilities,

all of which has empowered the community as a whole.

For promoting sporting activities, your Company has been a proud sponsor of the 44th Chess Olympiad held at Chennai, and title sponsorship of the 36th Federation cup volley-ball championship at Karaikal.

In sync with Government of India's thrust on the MSME sector, CPCL has consistently exceeded the 25% MSME procurement target, including SC/ST and women MSMEs, for four years now and in 2022-23, about 39% of all procurements were made from MSME Vendors.

CPCL received the Certificate of Appreciation from the Ministry of MSME for the highest procurement during 2021-22 from SC-ST category under Micro, Small Enterprises (MSEs) amongst Miniratna Central Public Sector Enterprises (CPSEs)

With regard to Corporate Governance, I must assure you that your Company complies with the guidelines issued by the Department of Public Enterprises as applicable to public sector undertakings, the details of which are provided in the Corporate Governance Report, forming part of the Integrated Annual Report.

Your company has always believed that strong business performance and high ethical standards go hand in hand.

While serving the needs of our stakeholders, the company is also taking steps to ensure, that we live up to wider obligations towards society. This includes minimizing environmental impact, investing in positive social change and ensuring that governance decisions are meeting the expectations of your company's stakeholders. Your company is also leveraging various technologies to diversify into sustainability measures like setting up Compressed Bio-Gas plant, Green Hydrogen plants and producing Bio-fuels.

All the initiatives are in line with achieving the operational Net Zero Target of 2046.

Summing Up, I must assure you that we shall continue to stay focused on strengthening the core business of Refining while at the same time evaluate other opportunities in order to emerge as a major energy player in the future.

Ladies and Gentlemen, **let me thank** The Government of India, particularly the Ministry of Petroleum & Natural Gas, your holding Company Indian Oil Corporation Ltd and Naftiran Intertrade Company Ltd., for their continued support.

I take this opportunity to thank the Government of Tamil Nadu, Comptroller & Auditor General of India, Central Vigilance Commission, Petroleum Planning and Analysis Cell, Oil Industry Development Board, Oil Industry Safety Directorate, Centre for High Technology, Petroleum & Explosives Safety Organization, other regulatory and statutory authorities, banks and financial institutions for their guidance and valuable support.

Let me also convey my sincere gratitude to all our valued stakeholders, including our customers, contractors and vendors, for their patronage and support.

On behalf of the Board members of CPCL, I would also like to share our appreciation for the valuable contributions made by Mrs. Sobhana Surendran, Mr. Rajeev Ailawadi and Mr. S. Krishnan during their tenure on the Board.

I thank all, our valued shareholders, for joining us today and look forward to your constant support in strengthening your Company's performance in the coming years.

Thank You

Jai Hind !

CHENNAI PETROLEUM CORPORATION LIMITED	
Date of the AGM / EGM	22-08-2023
BOOK CLOSURE DATE	16-08-2023 TO 16-08-2023 (BOTH DAYS INCLUSIVE)
Total number of shareholders on record date	109160
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	64

SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
PROMOTER AND PROMOTER GROUP	2	0	2	100198100	67.28706
PUBLIC	64	0	64	154639	0.10385
TOTAL	66	0	66	100352739	67.39091

No. of shareholders attended the meeting through Video conferencing 66.

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY (STANDALONE AND CONSOLIDATED) FOR THE PERIOD FROM 1ST APRIL 2022 TO 31ST MARCH 2023, TOGETHER WITH THE DIRECTORS' REPORT AND THE AUDITOR'S REPORT.									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	10,01,98,100	10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,46,35,365	1,02,55,801	70.0755	1,02,55,801	0	100.0000	0.0000	0	23,52,373
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,02,55,801	70.0755	1,02,55,801	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,40,77,935	1,48,797	0.4366	1,48,278	519	99.6512	0.3487	0	1,321
	Poll		46	0.0001	46	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,48,843	0.4367	1,48,324	519	99.6513	0.3487	0	1321
Total		14,89,11,400	11,06,02,744	74.2742	11,06,02,225	519	99.9995	0.0005	0	2353694

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - TO DECLARE DIVIDEND ON PREFERENCE SHARES FOR THE YEAR 2022-23									
Whether promoter/ promoter group are interested in the agenda/ resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]* 100	% of Votes against on votes polled (7)=[(5)/ (2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	10,01,98,100	10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,46,35,365	1,26,08,174	86.1487	1,26,08,174	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,26,08,174	86.1487	1,26,08,174	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,40,77,935	1,49,662	0.4392	1,25,367	24,295	83.7667	16.2332	0	464
	Poll		46	0.0001	46	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,49,708	0.4393	1,25,413	24,295	83.7717	16.2283	0	464
Total		14,89,11,400	11,29,55,982	75.8545	11,29,31,687	24,295	99.9785	0.0215	0	464

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - TO DECLARE DIVIDEND ON EQUITY SHARES FOR THE YEAR 2022-23									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]* 100	% of Votes against on votes polled (7)=[(5)/ (2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	10,01,98,100	10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,46,35,365	1,26,08,174	86.1487	1,26,08,174	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,26,08,174	86.1487	1,26,08,174	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	3,40,77,935	1,49,663	0.4392	1,49,144	519	99.6532	0.3467	0	463
	Poll		46	0.0001	46	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,49,709	0.4393	1,49,190	519	99.6533	0.3467	0	463
Total		14,89,11,400	11,29,55,983	75.8545	11,29,55,464	519	99.9995	0.0005	0	463

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - TO APPOINT A DIRECTOR IN PLACE OF M.S.SJKLA MISTRY (DIN:09309378), WHO RETIRES BY ROTATION AND BEING ELJGIBLE, OFFERS HERSELF FOR REAPPOINTMENT.									
Whether promoter/ promoter group are interested in the agenda/ resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]* 100	% of Votes against on votes polled (7)=[(5)/ (2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	10,01,98,100	10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,46,35,365	1,26,08,174	86.1487	23,17,606	1,02,90,568	18.3817	81.6182	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,26,08,174	86.1487	23,17,606	1,02,90,568	18.3818	81.6182	0	0
Public- Non Institutions	E-Voting	3,40,77,935	1,47,945	0.4341	1,47,267	678	99.5417	0.4582	0	2,124
	Poll		46	0.0001	46	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,47,991	0.4342	1,47,313	678	99.5419	0.4581	0	2124
Total		14,89,11,400	11,29,54,265	75.8533	10,26,63,019	1,02,91,246	90.8890	9.1110	0	2124

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - TO APPOINT A DIRECTOR IN PLACE OF MR.H.SHANKAR (DIN:08845247), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIM SELF FOR REAPPOINTMENT.									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]* 100	% of Votes against on votes polled (7)=[(5)/ (2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	10,01,98,100	10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,46,35,365	1,26,08,174	86.1487	50,03,915	76,04,259	39.6878	60.3121	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,26,08,174	86.1487	50,03,915	76,04,259	39.6879	60.3121	0	0
Public- Non Institutions	E-Voting	3,40,77,935	1,48,635	0.4362	1,47,957	678	99.5438	0.4561	0	1,424
	Poll		46	0.0001	46	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,48,681	0.4363	1,48,003	678	99.5440	0.4560	0	1424
Total		14,89,11,400	11,29,54,955	75.8538	10,53,50,018	76,04,937	93.2673	6.7327	0	1424

Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - APPOINTMENT OF M.R.ROHIT KUMAR AGRAWALA (DIN: 10048961) ASA DIRECTOR									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]* 100	% of Votes against on votes polled (7)=[(5)/ (2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	10,01,98,100	10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,46,35,365	1,26,08,174	86.1487	23,25,868	1,02,82,306	18.4473	81.5526	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,26,08,174	86.1487	23,25,868	1,02,82,306	18.4473	81.5527	0	0
Public- Non Institutions	E-Voting	3,40,77,935	1,48,693	0.4363	1,48,014	679	99.5433	0.4566	0	1,424
	Poll		46	0.0001	46	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,48,739	0.4364	1,48,060	679	99.5435	0.4565	0	1,424
Total		14,89,11,400	11,29,55,013	75.8538	10,26,72,028	1,02,82,985	90.8964	9.1036	0	1,424

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - APPOINTMENT OF M.R.K.SURENDARAN (DIN: 10091005) AS AN INDEPENDENT DIRECTOR									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]* 100	% of Votes against on votes polled (7)=[(5)/ (2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	10,01,98,100	10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,46,35,365	1,26,08,174	86.1487	51,50,769	74,57,405	40.8526	59.1473	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,26,08,174	86.1487	51,50,769	74,57,405	40.8526	59.1474	0	0
Public- Non Institutions	E-Voting	3,40,77,935	1,48,803	0.4367	1,48,124	679	99.5436	0.4563	0	1,324
	Poll		46	0.0001	46	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,48,849	0.4368	1,48,170	679	99.5438	0.4562	0	1324
Total		14,89,11,400	11,29,55,123	75.8539	10,54,97,039	74,58,084	93.3973	6.6027	0	1324

Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS WITH CAUVERY BASIN REFINERY AND PETROCHEMICALS LIMITED, A JOINT VENTURE COMPANY OF CPCL, FOR THE YEAR 2023-24 AND 2024-25									
Whether promoter/ promoter group are interested in the agenda/ resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group *	E-Voting	10,01,98,100	2,29,32,900	22.8876	2,29,32,900	0	100.0000	0.0000	0	7,72,65,200
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,29,32,900	22.8876	2,29,32,900	0	100.0000	0.0000	0	77265200
Public- Institutions	E-Voting	1,46,35,365	1,26,08,174	86.1487	1,26,08,174	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,26,08,174	86.1487	1,26,08,174	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,40,77,935	1,47,964	0.4342	1,47,437	527	99.6438	0.3561	0	2,164
	Poll		46	0.0001	46	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,48,010	0.4343	1,47,483	527	99.6439	0.3561	0	2164
Total		14,89,11,400	3,56,89,084	23.9667	3,56,88,557	527	99.9985	0.0015	0	77267364

* Note: The votes to the extent of 22932900 voted in favor of the resolution by one of the promoters has been treated as invalid pursuant to Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been included in Invalid Votes.

Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - RATIFICATION OF REMUNERATION OF COST AUDITOR FOR THE YEAR 2023-24									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]* 100	% of Votes against on votes polled (7)=[(5)/ (2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	10,01,98,100	10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,46,35,365	1,26,08,174	86.1487	1,26,08,174	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,26,08,174	86.1487	1,26,08,174	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,40,77,935	1,47,955	0.4342	1,47,250	705	99.5235	0.4764	0	2,123
	Poll		46	0.0001	46	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,48,001	0.4343	1,47,296	705	99.5237	0.4763	0	2123
Total		14,89,11,400	11,29,54,275	75.8533	11,29,53,570	705	99.9994	0.0006	0	2123

Resolution No.	10									
Resolution required: (Ordinary/ Special)	ORDINARY - APPOINTMENT OF M.R.P.KANNAN (DIN: 10250173) ASA DIRECTOR									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]* 100	% of Votes against on votes polled (7)=[(5)/ (2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	10,01,98,100	10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,01,98,100	100.0000	10,01,98,100	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,46,35,365	1,26,08,174	86.1487	23,25,868	1,02,82,306	18.4473	81.5526	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,26,08,174	86.1487	23,25,868	1,02,82,306	18.4473	81.5527	0	0
Public- Non Institutions	E-Voting	3,40,77,935	1,48,794	0.4366	1,48,116	678	99.5443	0.4556	0	1,324
	Poll		46	0.0001	46	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,48,840	0.4367	1,48,162	678	99.5445	0.4555	0	1324
Total		14,89,11,400	11,29,55,114	75.8539	10,26,72,130	1,02,82,984	90.8964	9.1036	0	1324

LB & Co

Company Secretaries

Head Off: Senthil Flats, Flat No.L, 02nd Floor, No.59, Burkit Road, T. Nagar, Chennai - 600 017;
Mobile: +91 99625 11540; E-mail: lalitha.companysecretary@gmail.com; lbandco.cs@gmail.com

Branch Off: No. 13, 14th Street, Nanganallur, Chennai - 600 061;

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies
(Management and Administration) Rule, 2014)

To
The Chairman/Managing Director/ Company Secretary
M/s Chennai Petroleum Corporation Limited
536, Anna Salai, Teynampet, Chennai - 600018.

Respected Sir,

We, M/s LB & Co, Company Secretaries were appointed as Scrutinizer by the M/s Chennai Petroleum Corporation Limited ("the Company") for the purpose of Scrutinizing the voting process i.e. remote e-voting and e-voting at the 57th Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos.14/2020, 17/2020, 20/2020, 22/2020, 2/2022, 10/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, June 15, 2020, 05th May, 2022 and 28th December, 2022 respectively and SEBI Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020, January 15, 2021 respectively (MCA & SEBI Circulars) on the resolution(s) mentioned in the Notice dated July 24, 2023. We submit our 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 facility for AGM and on the resolutions contained in the Notice dated July 24, 2023. Our responsibility as scrutinizers is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' and/or abstain/invalid towards the resolutions as stated in the AGM Notice.
2. The Integrated Annual Report for the year 2022-23 containing Notice dated July 24, 2023 along with statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through e-mail whose email IDs are registered with the Company/Depository Participant(s) on Monday, July 31, 2023.



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 57th Annual General Meeting and providing e-voting facility in 'The Hindu' (English daily newspaper) on Saturday, July 29, 2023 and in 'Makkal Kural' (Tamil daily newspaper) on Sunday, July 30, 2023.
4. In terms of the aforesaid Notice, voting through electronic means was kept open for 4 (Four) days from Friday, August 18, 2023 (09:00 A.M) to Monday, August 21, 2023 (05:00 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. Wednesday, August 16, 2023.
6. After completion of e-voting at the AGM, the data of e-voting at AGM was diligently scrutinized. Thereafter, data of e-voting at AGM were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company.
7. Thereafter, the votes cast through remote e-voting were unblocked after completion of e-voting at the AGM in the presence of two witnesses Mr S Neeraj and Ms C Harini, who are not in employment with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
8. The shareholders exercised their voting either by remote e-voting or e-voting at AGM. There was no shareholder who opted for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted was considered.
9. Summary of the remote e-voting and e-voting at the AGM is as follows:



Item No.1:-

To receive, consider and adopt the Audited Financial Statement of the Company (Standalone and Consolidated) for the period from 01st April 2022 to 31st March 2023, together with the Directors' Report and the Auditor's Report.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total	
Voted in Favour	354	2	356	11,06,02,179	46	11,06,02,225	99.9995
Voted Against	7	-	7	519	-	519	0.0005
Total	361	2	363	11,06,02,698	46	11,06,02,744	100

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total
8	-	8	23,53,694	-	23,53,694

The Item No.1 has been approved with requisite majority by way of an Ordinary Resolution.



Item No.2:-

To declare dividend on Preference Shares for the year 2022-23.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total	
Voted in Favour	354	2	356	11,29,31,641	46	11,29,31,687	99.9785
Voted Against	10	-	10	24,295	-	24,295	0.0215
Total	364	2	366	11,29,55,936	46	11,29,55,982	100

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total
5	-	5	464	-	464

The Item No.2 has been approved with requisite majority by way of an Ordinary Resolution.



Item No.3:-

To declare dividend on Equity Shares for the year 2022-23.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total	
Voted in Favour	358	2	360	11,29,55,418	46	11,29,55,464	99.9995
Voted Against	7	-	7	519	-	519	0.0005
Total	365	2	367	11,29,55,937	46	11,29,55,983	100

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total
4	-	4	463	-	463

The Item No.3 has been approved with requisite majority by way of an Ordinary Resolution.



Item No.4:-

To appoint a Director in place of Ms Sukla Mistry (DIN: 09309378), who retires by rotation and being eligible, offers herself for reappointment.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total	
Voted in Favour	295	2	297	10,26,62,973	46	10,26,63,019	90.8890
Voted Against	67	-	67	1,02,91,246	-	1,02,91,246	9.1110
Total	362	2	364	11,29,54,219	46	11,29,54,265	100

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total
8	-	8	2,124	-	2,124

The Item No.4 has been approved with requisite majority by way of an Ordinary Resolution.



Item No.5:-

To appoint a Director in place of Mr H Shankar (DIN: 08845247), who retires by rotation and being eligible, offers himself for reappointment.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total	
Voted in Favour	307	2	309	10,53,49,972	46	10,53,50,018	93.2673
Voted Against	55	-	55	76,04,937	-	76,04,937	6.7327
Total	362	2	364	11,29,54,909	46	11,29,54,955	100

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total
8	-	8	1,424	-	1,424

The Item No.5 has been approved with requisite majority by way of an Ordinary Resolution.



Item No.6:-

Appointment of Mr. Rohit Kumar Agrawala (DIN: 10048961) as a Director

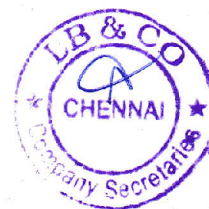
i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total	
Voted in Favour	295	2	297	10,26,71,982	46	10,26,72,028	90.8964
Voted Against	67	-	67	1,02,82,985	-	1,02,82,985	9.1036
Total	362	2	364	11,29,54,967	46	11,29,55,013	100

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total
8	-	8	1,424	-	1,424

The Item No.6 has been approved with requisite majority by way of an Ordinary Resolution.



Item No.7:-

Appointment of Mr K Surendaran (DIN: 10091005) as an Independent Director.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total	
Voted in Favour	310	2	312	10,54,96,993	46	10,54,97,039	93.3973
Voted Against	53	-	53	74,58,084	-	74,58,084	6.6027
Total	363	2	365	11,29,55,077	46	11,29,55,123	100

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total
7	-	7	1,324	-	1,324

The Item No.7 has been approved with requisite majority by way of a Special Resolution.



Item No.8:-

Approval for Material Related Party Transactions with Cauvery Basin Refinery and Petrochemicals Limited, a Joint Venture Company of CPCL, for the year 2023-24 and 2024-25

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total	
Voted in Favour	351	2	353	1,27,55,611	46	1,27,55,657	99.9959
Voted Against	8	-	8	527	-	527	0.0041
Total	359	2	361	1,27,56,138	46	1,27,56,184	100

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total
10	-	10	10,02,00,264		10,02,00,264

Note: The votes to the extent of 2,29,32,900 voted in favour of the resolution by one of the promoters has been treated as invalid pursuant to Regulation 23 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been included in Invalid Votes.

The Item No.8 has been approved with requisite majority by way of an Ordinary Resolution.



Item No.9:-

Ratification of Remuneration of Cost Auditor for the year 2023-24

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total	
Voted in Favour	348	2	350	11,29,53,524	46	11,29,53,570	99.9994
Voted Against	13	-	13	705	-	705	0.0006
Total	361	2	363	11,29,54,229	46	11,29,54,275	100

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total
8	-	8	2,123		2,123

The Item No.9 has been approved with requisite majority by way of an Ordinary Resolution.



Item No.10:-

Appointment of Mr P Kannan (DIN: 10250173) as a Director

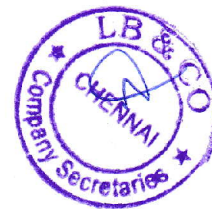
i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total	
Voted in Favour	297	2	299	10,26,72,084	46	10,26,72,130	90.8964
Voted Against	66	-	66	1,02,82,984	-	1,02,82,984	9.1036
Total	363	2	365	11,29,55,068	46	11,29,55,114	100

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-voting at AGM	Total	Remote E-Voting	E-voting at AGM	Total
7	-	7	1,324	-	1,324

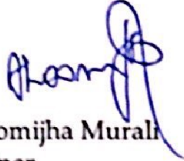
The Item No.10 has been approved with requisite majority by way of an Ordinary Resolution.



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

Thanking You,
Yours Sincerely,

For LB and Co.,
Company Secretaries
ICSI Firm Reg No: 5363



Bhoomijha Murali
Partner
M No: A10779
CP No. 12673
UDIN: A010779E000846284



Place: Hyderabad
Dated: 23rd August, 2023