



Tamilnadu Petroproducts Limited

Email: secy-legal@tnpetro.com

Phone No. 044-69185588

Secy / 189 / 2023-24

28th September 2023

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
Scrip Code: 500777

The Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No: C/1 'C' Block
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051
Scrip ID / Symbol: TNPETRO

Dear Sir / Madam,

Sub: Voting Results and Scrutinizer's Report for the 38th Annual General Meeting of the Company

We wish to inform you that the 38th Annual General Meeting of the Company was held at 4.30 PM (IST) on 26th September 2023 and the businesses as mentioned in the notice dated 8th August 2023 were transacted.

In this regard, the following are submitted:

- Declaration of Results by Authorised Person under Rule 20 of the Companies (Management & Administration) Rules, 2014;
- Voting Results as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015; and
- Scrutinizer's Report from M/s. B Chandra & Associates, Practising Company Secretaries;

The above will also be available on the website of the Company www.tnpetro.com.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For **Tamilnadu Petroproducts Limited**

Sangeetha Sekar
Company Secretary
Encl: As above



Regd. Office & Factory :
Post Box No. 9, Manali Express Highway, Manali,
Chennai - 600 068, India.
Tel. : (0091) - 44 - 25945500 to 09 Telefax : 044-2594 5588
Website : www.tnpetro.com CIN : L23200TN1984PLC010931
TPL GSTIN : 33AACT1295M126



Tamilnadu Petroproducts Limited

27th September 2023

RESULTS OF E-VOTING – 38th ANNUAL GENERAL MEETING

The 38th Annual General Meeting of the Company was held at 4.30 PM (IST) on 26th September 2023 through Video Conferencing/ Other Audio-Visual Means.

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 remote e-Voting facility through CDSL Platform to its shareholders for voting on the resolutions proposed in the AGM Notice. e-Voting commenced on 22nd September 2023 at 09.00 AM (IST) and ended on 25th September 2023 at 05.00 PM (IST).

As per Rule 20 of the Companies (Management & Administration) Rules, 2014, the facility for voting during the meeting was also provided electronically to those shareholders who had not availed the remote e-voting facility.

M/s. B Chandra & Associates, Practising Company Secretaries were appointed as the Scrutinizers for both remote e-Voting and e-Voting during the meeting. The voting by the Members through remote e-Voting and by e-Voting during the meeting have been consolidated and the Scrutinizers have submitted their report dated 27th September 2023, a copy of which is enclosed.

As per the Report of the Scrutinizers, all the resolutions proposed in the notice of the AGM have been duly passed with requisite majority, details of which are furnished in the said report.

For Tamilnadu Petroproducts Limited

D. Senthikumar
Whole-time Director (Operations)
DIN: 00202578

Encl.: As stated



Regd. Office & Factory :
Post Box No. 9, Manali Express Highway, Manali,
Chennai - 600 068, India.
Tel. : (0091) - 44 - 25945500 to 09 Telefax : 044-2594 5588
Website : www.tnpetro.com CIN : L23200TN1984PLC010931
TPL GSTIN : 33AAACT1295M1Z6

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Financial Statements of the Company and other related Reports for the year ended 2022-23.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31078126	31078126	100	31078126	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31078126	31078126	100	31078126	0	100
Public-Institutions	E-Voting	7005855	6292710	89.8207	6292710	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7005855	6292710	89.8207	6292710	0	100
Public- Non Institutions	E-Voting	51887493	1287182	2.4807	1286947	235	99.9817	0.0183
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51887493	1287182	2.4807	1286947	235	99.9817
Total		89971474	38658018	42.967	38657783	235	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend for the year 2022-23.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31078126	31078126	100	31078126	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31078126	31078126	100	31078126	0	100
Public-Institutions	E-Voting	7005855	6869817	98.0582	6869817	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7005855	6869817	98.0582	6869817	0	100
Public- Non Institutions	E-Voting	51887493	1288029	2.4823	1287940	89	99.9931	0.0069
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51887493	1288029	2.4823	1287940	89	99.9931
Total		89971474	39235972	43.6093	39235883	89	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ms. R Bhuvaneswari (DIN: 06360681), as a Director of the Company liable to retire by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31078126	31078126	100	31078126	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31078126	31078126	100	31078126	0	100
Public-Institutions	E-Voting	7005855	6869817	98.0582	2871730	3998087	41.8021	58.1979
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7005855	6869817	98.0582	2871730	3998087	41.8021
Public- Non Institutions	E-Voting	51887493	1286582	2.4796	1279645	6937	99.4608	0.5392
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51887493	1286582	2.4796	1279645	6937	99.4608
Total		89971474	39234525	43.6077	35229501	4005024	89.7921	10.2079
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the remuneration to the Cost Auditors for the year 2022-23				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31078126	31078126	100	31078126	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31078126	31078126	100	31078126	0	100
Public-Institutions	E-Voting	7005855	6869817	98.0582	6869817	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7005855	6869817	98.0582	6869817	0	100
Public- Non Institutions	E-Voting	51887493	1287382	2.4811	1283485	3897	99.6973	0.3027
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51887493	1287382	2.4811	1283485	3897	99.6973
Total		89971474	39235325	43.6086	39231428	3897	99.9901	0.0099
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the remuneration to the Cost Auditors for the year 2023-24.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31078126	31078126	100	31078126	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31078126	31078126	100	31078126	0	100
Public-Institutions	E-Voting	7005855	6869817	98.0582	6869817	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7005855	6869817	98.0582	6869817	0	100
Public- Non Institutions	E-Voting	51887493	1287381	2.4811	1283377	4004	99.689	0.311
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51887493	1287381	2.4811	1283377	4004	99.689
Total		89971474	39235324	43.6086	39231320	4004	99.9898	0.0102
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(6)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			Prior approval under Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for transactions with Manali Petrochemicals Limited, a Related Party.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31078126	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31078126	0	0	0	0	0
Public-Institutions	E-Voting	7005855	6869817	98.0582	6869817	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7005855	6869817	98.0582	6869817	0	100
Public- Non Institutions	E-Voting	51887493	285916	0.551	279286	6630	97.6811	2.3189
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51887493	285916	0.551	279286	6630	97.6811
Total		89971474	7155733	7.9533	7149103	6630	99.9073	0.0927
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(7)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for payment of remuneration to the Non-Executive Directors of the Company for the year 2022-23.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31078126	31078126	100	31078126	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31078126	31078126	100	31078126	0	100
Public-Institutions	E-Voting	7005855	6869817	98.0582	6815817	54000	99.214	0.786
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7005855	6869817	98.0582	6815817	54000	99.214
Public- Non Institutions	E-Voting	51887493	1286682	2.4798	1275549	11133	99.1348	0.8652
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51887493	1286682	2.4798	1275549	11133	99.1348
Total		89971474	39234625	43.6078	39169492	65133	99.834	0.166
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for re-appointment of Dr. N Sundaradevan, IAS (Retd.) (DIN: 00223399) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31078126	31078126	100	31078126	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31078126	31078126	100	31078126	0	100
Public-Institutions	E-Voting	7005855	6869817	98.0582	6168520	701297	89.7916	10.2084
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7005855	6869817	98.0582	6168520	701297	89.7916
Public- Non Institutions	E-Voting	51887493	1286582	2.4796	1278901	7681	99.403	0.597
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		51887493	1286582	2.4796	1278901	7681	99.403
Total		89971474	39234525	43.6077	38525547	708978	98.193	1.807
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES
Regn. No : P2017TN065700

FORM NO. MGT - 13

Report of the Scrutinizer(s)

[Pursuant to rule section 108 & 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

Dated 27th September 2023

To

The Chairman,
of the 38th Annual General Meeting of M/s. Tamilnadu Petroproducts Limited, held on
Tuesday, 26th September 2023 through Video Conferencing /Other Audio-Visual Means
(VC/OAVM) at 04.30 P.M.

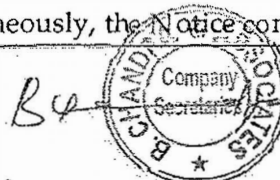
Subject: Ordinary and Special Resolutions passed under various provisions of the
Companies Act, 2013 / SEBI Regulations read with Rules made there under –
Voting through electronic means in terms of Section 108 of the Companies Act,
2013 read with Rule 20 of the Companies (Management & Administration)
Rules, 2014, framed there under & Voting by electronic mode during the
meeting under Section 109 of the Companies Act read with Rule 21 of the
Companies (Management & Administration) Rules, 2014, framed there under
and the relevant Circulars of MCA.

Dear Sir,

We, B Chandra & Associates, Practising Company Secretaries, having our office at AG3,
Ragamalika, No 26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as
Scrutinizers as per the letter dated 22nd August 2023 for the purpose of voting by remote
e-voting and e-voting provided at the 38th Annual General Meeting (AGM) of the Equity
Shareholders of Tamilnadu Petroproducts Limited held through Video Conferencing / other
audio visual means (VC/OAVM) at 4.30 P.M. (IST) in line with the various General Circulars
issued by the Ministry of Corporate Affairs viz. 14/2020 dated April 8, 2020, 17/2020 dated
April 13, 2020, 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, 19/2021 dated
December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and circular
No. 11/2022 dated December 28, 2022 and Circulars of SEBI dated May, 12, 2020, January, 15,
2021, 13th May 2022 & 5th January 2023 on the below mentioned resolutions, hereby submit
our report as under:

- | | |
|----|---|
| a. | Pursuant to Section 101, 108 of the Act and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended up to date, the notice convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email ids were available with the Company/ Cameo Corporate Services Limited (RTA) on 3 rd September 2023 and simultaneously, the Notice convening the AGM was also placed |
|----|---|

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



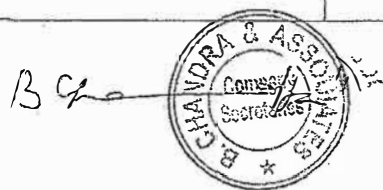
E-mail : bchandraandassociates@gmail.com
bchandracosecy@gmail.com
H/P : 9840276313, 9840375053
Phone : 044-23620157

	<p>on the website of the Company and Central Depository Services (India) Limited (CDSL), the Agency who were appointed to provide e-voting facility. As per the report of RTA, out of 98,287 emails sent, 3,649 emails were bounced.</p> <p>The required paper advertisement with respect to other shareholders inter alia by way of seeking updation of mail ids to a dedicated email id/on-line process was given in English in all Editions of Financial Express (English) and Makkal Kural (Tamil) on 21st August 2023</p>
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in Financial Express (English newspaper) on 4 th September 2023 and Makkal Kural (Tamil Newspaper) on 3 rd September 2023. Those members of the Company who have not voted through remote e-voting were given an option to vote electronically on e-voting platform, provided by the Central Depository Services (India) Limited (CDSL).
c.	The Remote e-voting period commenced on 22 nd September 2023 at 9.00 AM and ended on 25 th September 2023 at 5.00 PM.
d.	On 25 th September 2023 at 05:00 P.M, the CDSL portal was blocked for remote e-voting.
e.	The votes cast through Remote e-voting and during the meeting were unlocked in the presence of two witnesses on 26 th September 2023.
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/ Powers of Attorney for authorization to exercise their votes through e-Voting.

Mr. Ashwin C Muthiah, Vice Chairman of the Company was elected as the Chairman of the Meeting and commenced the proceedings. Pursuant to the Circulars mentioned aforesaid and the provisions of law read with the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs, the facility for e-voting by those Members who were present and had not voted earlier through Remote e-voting, to cast their vote during the meeting commenced on announcement by the Chairman and remained open for five minutes after the conclusion of the meeting.

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

S. No	Resolutions	Nature of Resolution
1	To receive, consider and adopt the Financial Statements of the Company (standalone and consolidated) and the Reports thereon for the year ended 31 st March 2023.	Ordinary
2	To declare a dividend of Rs.1.50 per equity share	Ordinary



3	To appoint Ms. R Bhuvaneshwari, DIN 06360681, Director who retires by rotation and being eligible offers herself for re-election.	Ordinary
4	To ratify the remuneration to the Cost Auditors for the year 2022-23	Ordinary
5	To ratify the remuneration to the Cost Auditors for the year 2023-24	Ordinary
6	To approve the transactions with Manali Petrochemicals Limited, a Related party from 1 st Oct-2023 to 30 th Sep-2024 for an aggregate value upto Rs.425.00 crore (Rupees Four Hundred and Twenty-Five crore) pursuant to Regulation 23 (4) of the SEBI (LODR) Regulations, 2015, as amended	Ordinary
7	To approve payment of remuneration to Non-Executive Directors of the Company for the year 2022-23	Special
8	To consider and approve re-appointment of Dr. N Sundaradevan Director (DIN 00223399) as an Independent Director of the company	Special


A register has been maintained electronically to record the assent or 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. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights does not arise.

The results of the remote e-voting and e-voting at AGM through VC/OAVM are summarised as follows in terms of the count and sum of votes cast for and against out of the total valid votes is given below:

Resolution S. No	Count of Votes cast for	Sum of votes cast for	Count of votes cast against	Sum of votes cast against	Total valid votes	Assent %	Dissent %
1	362	38657783	13	235	38658018	99.999	0.001
2	370	39235883	9	89	39235972	100.000	0.000
3	307	35229501	68	4005024	39234525	89.792	10.208
4	352	39231428	25	3897	39235325	99.990	0.010
5	348	39231320	28	4004	39235324	99.990	0.010
6	345	7149103	24	6630	7155733 *	99.907	0.093
7	342	39169492	33	65133	39234625	99.834	0.166
8	342	38525547	33	708978	39234525	98.193	1.807

For the resolution No. 6 pertaining to approval of material related party transactions, the votes cast by the related parties for approving the transaction, if any, are not included

B. V.



Since the requisite number of votes cast in favor exceeded the number of votes cast against in respect of resolutions in S No. 1 to 6, we hereby report that the resolutions 1 to 6 were duly passed with requisite majority as Ordinary Resolutions.

Since the number of votes cast in favour exceed by three times the number of votes cast against in respect of S No 7 and 8, we hereby report that the resolution numbers 7 & 8 were duly passed with requisite majority as Special Resolutions.

The data sheet relating to Remote e-voting and e-voting after AGM through VC/OAVM, records are in the safe custody of the undersigned and that they will be handed over to the Company, once the Minutes are approved and signed.

Thanking you,

Yours faithfully,

B Chandra & Associates
Company Secretaries in Practice

B Chandra



B Chandra
Partner

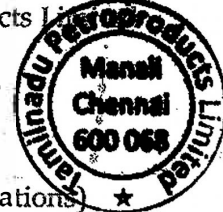
CP No. 7859

UDIN: A020879E001098890

Peer Review No 1711/2022

Report received on behalf of the Chairman
For Tamilnadu Petroproducts Limited

D Senth Kumar



D Senth Kumar
Whole-time Director (Operations)
DIN - 00202578

Place - Chennai

Date - 27.09.2023