



चेन्नै पेट्रोलियम कॉर्पोरेशन लिमिटेड
(इंडियन ऑयल की ग्रुप कम्पनी)

Chennai Petroleum Corporation Limited
(A group company of IndianOil)

CS:01:002

July 20, 2015

The Secretary
Madras Stock Exchange Limited
Exchange Building
II, Second Line Beach
CHENNAI - 600 001.

Dear Sir,

Sub.: Results of the Postal Ballot process.

Pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 and rules made there under and the provisions of Listing Agreement, it is hereby notified that the Company had conducted the process of Postal Ballot seeking the approval of shareholders through Special Resolution for the following special businesses:-

1. Borrowing Limits under section 180(1)(c) of the Companies Act, 2013.
2. Charging/mortgaging the moveable/ immovable properties of the Company for the borrowings under section 180 (1)(a) of the Companies Act, 2013.
3. To raise funds by issue of Bonds on private placement basis under section 42 of the Companies Act, 2013.
4. For alteration of Memorandum of Association for increasing the Authorised Share Capital under section 13 and 61 of the Companies Act, 2013.
5. For alteration of capital clause of Articles of Association under section 14 of the Companies Act, 2013.
6. For issue of 100,00,00,000 Non-convertible Cumulative Redeemable Preference Shares of Rs.10/ each for cash at par amounting to Rupees 1,000 crore on private placement preferential allotment basis, in one or more tranche to IOCL, under section 55 of the Companies Act, 2013.

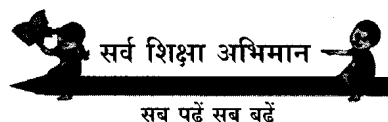
In this regard, the Company had appointed Smt. S.Lalitha, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process, who has submitted her report.

The result of the Postal Ballot was declared on 20th July, 2015 at 16:30 hrs. at the Regd. Office of the Company.

-2-

P. Hanumanth

पंजीकृत कार्यालय: 536, अण्णा सालै, तेनांपेट, चेन्नै - 600 018
Regd. Office : 536, Anna Salai, Teynampet, Chennai - 600 018.
फोन / Phone : 24349232, 24349833, 24349294
फेक्स / Fax : 91-44-24341753
वेब साइट / Website : www.cpcl.co.in



The details of the Postal Ballot results (including e-voting) are as follows:-

Particulars	Resolution No. 1 (Special)	Resolution No. 2 (Special)	Resolution No. 3 (Special)	Resolution No. 4 (Special)	Resolution No. 5 (Special)	Resolution No. 6 (Special)
Number of Valid Votes Received	11,99,58,593	11,99,63,659	11,99,62,634	11,99,62,640	11,99,62,265	11,99,62,446
Votes in favour	11,99,50,779	11,99,55,012	11,99,56,596	11,91,68,197	11,91,67,712	11,91,64,442
Votes against	7,814	8,647	6,038	7,94,443	7,94,553	7,98,004
Abstained from Voting/ Invalid	7,72,84,757	7,72,79,780	7,72,80,785	7,72,80,785	7,72,81,185	7,72,81,089
% of Votes in favour	99.99	99.99	99.99	99.34	99.34	99.34


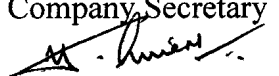
All the above resolutions have been passed by the shareholders with requisite majority. A copy of the proceedings of the declaration of results of the Postal Ballot is enclosed.

The results of the Postal Ballot has also been hosted on the website of the Company www.cpcl.co.in.

The above is submitted for information and record.

Thanking you,

Yours faithfully,
for Chennai Petroleum Corporation Limited


(P.Shankar)
Company Secretary


Copy to:

BSE Ltd., Mumbai
National Stock Exchange of India Limited, Mumbai
National Securities Depository Limited, Mumbai
Central Depository Services (India) Limited, Mumbai



SCRUTINIZER'S REPORT

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

Dear Sir,

The Board of Directors of the Company at its meeting held on 23.05.2015 has appointed me as a Scrutinizer for conducting the postal ballot process including e-voting in respect of resolutions to be passed by the members of M/s. Chennai Petroleum Corporation Limited.

I submit my report as under:

1. The Company has on 15.06.2015 completed the dispatch/sending of emails of Postal Ballot Notice dated 28.05.2015, postal ballot form along with postage pre-paid self-addressed business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 08.06.2015.
2. Voting of Postal Ballot including e-voting commenced on 17.06.2015 at 9.30 A.M and ended on 16.07.2015, 5.30 P.M.
3. Particulars of all postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
4. At 5.30 P.M on 16th July, 2015, I have downloaded the e-voting report from Karvy website viz., <https://evoting.karvy.com> by using Scrutinizer login ID and password.
5. All postal ballot forms received upto 05.30 P.M on 16.07.2015, being the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
6. Envelopes containing postal ballot forms received after 05.30 P.M on 16.07.2015 were not considered for my scrutiny.
7. The postal ballot envelopes were opened, scrutinized and the shareholding was matched and confirmed with the Register of Members of the Company and Beneficial Owners position received from the Depositories as on 08.06.2015, as mentioned in the notice.



8. The e-voting data was scrutinized by me for verification of votes cast in Favour / Against/ Abstain the resolution.
9. I did not find any defaced or mutilated ballot papers/forms.
10. Summary of the postal ballot forms received/vote casted through e-voting are given below:

1. Borrowing Powers of the Company:

Borrowing limits upto Rs.8,000 crore for both domestic and foreign borrowings as per the provisions of Section 180(1)(c) of the Companies Act, 2013 in order to meet its working capital requirement and capital expenditure program.

Type of Resolution: **Special Resolution**

i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Postal Ballot	Total	E-Voting	Postal Ballot	Total	
Voted in Favour	102	674	776	1,95,31,920	10,04,18,859	11,99,50,779	99.99
Voted Against	10	27	37	3,698	4,116	7,814	00.01
Total	112	701	813	1,95,35,618	10,04,22,975	11,99,58,593	100

ii. Abstain/Invalid votes:

Number of Members voted			Number of votes contained in		
E-Voting	Postal Ballot	Total	E-Voting	Postal Ballot	Total
1	88	89	7,72,65,200	19,557	7,72,84,757



2. Creation of Security on the properties of the Company in favour of the Lenders:

To create charge and/or mortgage the moveable / immovable properties of the Company for the borrowings in accordance with Section 180(1)(a) of the Companies Act, 2013.

Type of Resolution: **Special Resolution**

i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Postal Ballot	Total	E-Voting	Postal Ballot	Total	
Voted in Favour	100	679	779	1,95,31,640	10,04,23,372	11,99,55,012	99.99
Voted Against	12	40	52	3,878	4,769	8,647	00.01
Total	112	719	831	19,535,518	10,04,28,141	11,99,63,659	100

ii. Abstain/Invalid votes:

Number of Members voted			Number of votes contained in		
E-Voting	Postal Ballot	Total	E-Voting	Postal Ballot	Total
2	70	72	7,72,65,400	14,380	7,72,79,780



3. Issuance of Bonds on Private Placement Basis:

To raise funds by issue of bonds (in the nature of debentures) upto Rs. 3,000 crore on private placement basis as per the provisions of Section 42 of the Companies Act, 2013 and the Rules notified thereunder.

Type of Resolution: **Special Resolution**

i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Postal Ballot	Total	E-Voting	Postal Ballot	Total	
Voted in Favour	103	692	795	1,95,32,100	10,04,24,496	11,99,56,596	99.99
Voted Against	10	24	34	3,628	2,410	6,038	00.01
Total	113	716	829	1,95,35,728	10,04,26,906	11,99,62,634	100

ii. Abstain/Invalid votes:

Number of Members voted			Number of votes contained in		
E-Voting	Postal Ballot	Total	E-Voting	Postal Ballot	Total
1	73	74	7,72,65,200	15,585	7,72,80,785



4. Alteration of Memorandum of Association for Increasing the Authorised Capital:

Alteration of Capital Clause of Memorandum of Association.

Type of Resolution: **Special Resolution**

i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Postal Ballot	Total	E-Voting	Postal Ballot	Total	
Voted in Favour	99	697	796	1,87,47,290	10,04,20,907	11,91,68,197	99.34
Voted Against	13	19	32	7,88,458	5,985	7,94,443	00.66
Total	112	716	828	1,95,35,748	10,04,26,892	11,99,62,640	100

ii. Abstain/Invalid votes:

Number of Members voted			Number of votes contained in		
E-Voting	Postal Ballot	Total	E-Voting	Postal Ballot	Total
1	73	74	7,72,65,200	15,585	7,72,80,785



5. Alteration of Capital Clause of Articles of Association of the Company:

Alteration of Capital Clause of Articles of Association.

Type of Resolution: **Special Resolution**

i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Postal Ballot	Total	E-Voting	Postal Ballot	Total	
Voted in Favour	99	691	790	1,87,47,330	10,04,20,382	11,91,67,712	99.34
Voted Against	14	23	37	7,88,398	6,155	7,94,553	00.66
Total	113	714	827	1,95,35,728	10,04,26,537	11,99,62,265	100

ii. Abstain/Invalid votes:

Number of Members voted			Number of votes contained in		
E-Voting	Postal Ballot	Total	E-Voting	Postal Ballot	Total
1	75	76	7,72,65,200	15,985	7,72,81,185



6. Issue of Non-Convertible Redeemable Cumulative Preference Shares

Issue of 100,00,00,000 Non-Covertible, Redeemable, Cumulative Preference Shares of Rs.10/ each for cash at par amounting to Rs.1000 crore, on private placement preferential allotment basis to Indian Oil Corporation Limited, the holding Company, in one or more tranche.

Type of Resolution: **Special Resolution**

i. Voted in Favour or Against the resolution:

Particulars	Number of Members voted			Number of votes contained in			%
	E-Voting	Postal Ballot	Total	E-Voting	Postal Ballot	Total	
Voted in Favour	98	676	774	1,87,47,144	10,04,17,298	11,91,64,442	99.34
Voted Against	13	36	49	7,88,564	9,440	7,98,004	00.66
Total	111	712	823	1,95,35,708	10,04,26,738	11,99,62,446	100

ii. Abstain/Invalid votes:

Number of Members voted			Number of votes contained in		
E-Voting	Postal Ballot	Total	E-Voting	Postal Ballot	Total
2	77	79	7,72,65,300	15,789	7,72,81,089

11. All the above said resolutions passed with requisite majority.



12. The postal ballot forms and other related papers/registers and records will be handed over to the Company Secretary for safe custody once the postal ballot minutes gets signed by the Chairman/Managing Director or other Authorized Director(s).
13. The results of the postal ballot including e-voting for the above said items may accordingly be declared.



Dated: 20.07.2015
Place: Chennai

A handwritten signature in black ink, appearing to read "S. Lalitha", written over a horizontal line.

S.Lalitha
Company Secretary in Practice
M No 4464
C.P No.2666

Chennai Petroleum Corporation Limited

MINUTES OF THE PROCEEDINGS OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT BUSINESS CARRIED OUT AT THE REGISTERED OFFICE OF THE COMPANY AT CHENNAI ON 20.07.2015 AT 16:30 HRS.

1.0 The Board of Directors of the Company at the 303rd Meeting held on 23.03.2015 accorded approval to seek approval of the shareholders of the Company by way of a Special Resolution through postal ballot for the following:

- To borrow money upto Rs. 8,000 crore, for both domestic and foreign currency borrowings, under Section 180(1)(c) of the new Companies Act, 2013.
- To create charge / mortgage the moveable / immoveable properties of the Company for the borrowings, under section 180(1)(a) of the new Companies Act, 2013.
- To borrow upto Rs. 3,000 crore (from domestic as well as overseas market) in aggregate through private placement of Bonds during a period of one year from the date of approval through postal ballot, within the overall borrowing limit of Rs.8,000 crore, under section 42 of the new Companies Act, 2013 and rules prescribed thereunder.

2.0 The Board suggested that approval of the shareholders by way of special resolution through Postal Ballot for the borrowing limits be obtained along with the proposal for issue of Non-convertible Redeemable Cumulative Preference Shares to IOCL on Private Placement Basis.

3.0 The Board of Directors of the Company at the 304th Meeting held on 23.05.2015 accorded approval to conduct the postal ballot to seek approval of the shareholders of the Company by way of Special Resolution for the following:

- Alteration of the Memorandum of Association of the Company for increasing the Authorised Share Capital.
- Alteration of capital clause of the Articles of Association of the Company.

- Issue of 100,00,00,000 Non-Convertible Redeemable Cumulative Preference Shares of Rs.10/- each for cash at par amounting to Rs.1000 crore on private placement preferential allotment basis , in one or more tranche to IOCL.

4.0 The Board of Directors also authorised Director (Finance) to finalise the Notice together with the Explanatory Statement annexed thereto, the Postal Ballot Form for circulation to the Shareholders, the Calendar of Events to implement the Postal Ballot process and to fix the fee payable to M/s.Karvy Computershare Private Limited for providing the e-voting facility including the Postal Ballot Process.

5.0 The Notice for conducting the aforesaid Postal Ballot together with the Explanatory Statement under Section 102 of the Companies Act, 2013 was duly approved by Director (Finance), based on the authorisation given by the Board. The Board also appointed Mrs.S.Lalitha, a practicing Company Secretary, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Board had also appointed M/s. Karvy Computershare Private Limited, which has been granted website Quality Certificate for quality level II under STQC Website Quality Certification Scheme, as the agency to provide e-voting for Postal Ballot.

6.0 Accordingly, the Postal Ballot Notice dated 28.05.2015, along with the required Explanatory Statement, Postal Ballot form and self addressed business reply envelope were dispatched on 15.06.2015 to all the Equity Shareholders of the Company. As per the Postal Ballot program published in the newspapers vide public notice dated 16.06.2015, voting on the Postal Ballot and e-voting commenced on 17.06.2015. The shareholders were also advised that duly filled in and signed Postal Ballot form should reach the Scrutinizer on or before the close of working hours on 16.07.2015. The voting rights of Equity Shareholders were reckoned as on 08.06.2015

Based on the response received from the Equity Shareholders and after due scrutiny of all the Postal Ballot forms received upto the close of working hours on 16.07.2015, Mrs.S.Lalitha, the scrutinizer, submitted her report on 20.07.2015 to Shri.Gautam Roy, the Managing Director.

Mr. Gautam Roy, Managing Director took the chair for declaration of results of Postal Ballot.

Mr.U.Venkata Ramana, Director (Technical) & Director (Finance)i/c, Mr.P.Shankar, Company Secretary, Mr. A.S.Sriram, Officer (Secretarial) and Mrs.S.Lalitha, Scrutinizer were also present.

SCRUTINIZER REPORT

Mr. P.Shankar, Company Secretary informed that the process of the Postal Ballot was carried out by Mrs. S. Lalitha, Scrutinizer duly appointed by the Board and she has submitted her report, given as Attachment.

DECLARATION OF RESULTS

At the request of Mr. Gautam Roy, Managing Director , Company Secretary read the resolutions, the text of which are reproduced below :

1. BORROWING POWERS OF THE COMPANY

SPECIAL RESOLUTION:

“RESOLVED THAT in supersession of the ordinary resolutions passed by shareholders through postal ballot on 26th December 2011 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the rules notified thereunder and the Articles of Association of the Company, approval of the Shareholders be and is hereby accorded to the Board of Directors to borrow money through loans, advances, credit etc. for both domestic and foreign currency borrowings upto Rs. 8,000 crore (excluding temporary loans obtained from the Company’s bankers in the ordinary course of business) from banks, financial institutions and other sources from time to time for the purpose of financing the working capital requirements as also for acquisition of capital assets and/or for the purpose of any other requirements of the Company, both for capital and revenue in nature, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes.”

2. CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS

SPECIAL RESOLUTION:

“RESOLVED THAT in supersession of the ordinary resolutions passed by shareholders through postal ballot on 26th December 2011 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the rules notified thereunder and the Articles of Association of the Company and such other approvals as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to mortgage and/or charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable / immoveable properties of the Company, both present and future and/or whole or any part of undertaking(s) of the Company in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed / to be availed by way of loan(s) in foreign currency and/or rupee currency and Securities (comprising fully / partly Convertible Debentures and/or Non-Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes / bonds or other debt instruments) issued / to be issued by the Company, from time to time, subject to the limits approved under section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest, in case of default accumulated interest, liquidated damages, commitment charges premia on prepayments, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s), Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s), in respect of the said loans / borrowings / debentures / bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s).”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Managing Director or Director (Finance) or any officer(s) authorized by them in this regard be and are hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulties or doubts that may arise with regard to borrowings and creating mortgages / charges as aforesaid.”

3. ISSUANCE OF BONDS ON PRIVATE PLACEMENT BASIS

SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) as well as rules prescribed thereunder, approval of the Shareholders be and is hereby accorded to the Board of Directors to issue secured / unsecured redeemable non-convertible bonds / debentures (“Bonds”) of face value aggregating upto Rs. 3,000 crore (from domestic as well as overseas market) during a period of one year from the date of approval by shareholders’ within the overall borrowing limits approved by members.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Managing Director or Director (Finance) or any officer(s) authorized by them in this regard be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of Bonds including but not limited to number of issues / tranches, face value, issue price, issue size, timing, amount, tenor, method of issuance, security, coupon / interest rate(s), yield, listing, allotment, appointment of various agencies and other terms and conditions of issue Bonds as they may, in their absolute discretion, deem necessary.”

4 ALTERATION OF MEMORANDUM OF ASSOCIATION FOR INCREASING THE AUTHORISED CAPITAL:

SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provision of Section 13 and 61 of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modifications or re-enactments thereof for the time being in force) and the rules notified thereunder, the existing Authorized Share Capital of the Company be and is hereby increased by amending the Clause V of the Memorandum of Association of the Company and substituting the words Rs. 400,00,00,000 (Rupees four hundred crore) divided into 40,00,00,000 (Forty crore) Equity Shares of Rs. 10/- (Ten only) each by the words “Rs. 1400,00,00,000 (Rupees one thousand four hundred crore) divided into 40,00,00,000 (Forty crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 100,00,00,000 (One Hundred crore) Preference Shares of Rs. 10/- (Rupees Ten only) each.”

5 ALTERATION OF CAPITAL CLAUSE OF ARTICLES OF ASSOCIATION OF THE COMPANY:

SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the rules notified thereunder, the existing Article 4 of the Articles of Association of the Company be and is hereby replaced with the following Article:

The Authorised Share Capital of the Company is Rs. 1400,00,00,000 (Rupees one thousand four hundred crore) divided into 40,00,00,000 (Forty crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 100,00,00,000 (One Hundred crore) Preference Shares of Rs. 10/- (Rupees Ten only) each.

6. ISSUE OF NON-CONVERTIBLE REDEEMABLE CUMULATIVE PREFERENCE SHARES:

SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 55 of the Companies Act 2013, Companies (Share Capital and Debentures) Rules 2014, Companies (Prospectus and allotment of Securities) Rules 2014 and other applicable provisions and Rules , if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consent, sanctions and permissions of appropriate authorities, departments and bodies as may be required and subject to such terms and conditions, alterations and modifications as may be considered appropriate and agreed to by the Board of Directors of the Company (herein after referred to as the Board which term shall also include a Committee of Directors exercising the powers conferred by the Board), consent of the company be and is hereby accorded to the Board of Directors to offer, issue and allot, in one or more tranche, 100,00,00,000 Non-Convertible Cumulative Redeemable Preference shares of Rs.10/- each for cash at par to Indian Oil Corporation Limited, one of the promoters of the Company, with such rights and privileges and on such terms and conditions as may be decided by the Board and subject to the following rights:

- The Preference Shares shall carry a fixed preferential dividend as decided by the Board.*
- The said shares shall rank for dividend in priority to the equity shares for the time being of the Company.*
- The said shares shall in winding up entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets.*
- The voting rights on the said shares shall be in accordance with the provisions of Companies Act, 2013 and the rules made thereunder.*

“RESOLVED FURTHER THAT the Board in its absolute discretion, as may be deemed appropriate, may make such further issue of Preference Shares within such limits and on such terms and conditions on any subsequent redemption and / or outstanding preference shares or any part thereof from time to time as may be considered fit and proper by the Board, so that the total Preference Share Capital outstanding at any point of time shall not exceed the amount stipulated under the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to this effect and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors comprising of Director (Finance), Director(Technical) and Director (Operations) to give effect to the aforesaid resolutions.”

Mr. Gautam Roy, Managing Director, thereafter, declared the results of the Postal Ballot (including e-voting) which is as under :

Particulars	Resolution No. 1 (Special)	Resolution No. 2 (Special)	Resolution No. 3 (Special)	Resolution No. 4 (Special)	Resolution No. 5 (Special)	Resolution No. 6 (Special)
Number of Valid Votes Received	11,99,58,593	11,99,63,659	11,99,62,634	11,99,62,640	11,99,62,265	11,99,62,446
Votes in favour	11,99,50,779	11,99,55,012	11,99,56,596	11,91,68,197	11,91,67,712	11,91,64,442
Votes against	7,814	8,647	6,038	7,94,443	7,94,553	7,98,004
Abstained from Voting/ Invalid	7,72,84,757	7,72,79,780	7,72,80,785	7,72,80,785	7,72,81,185	7,72,81,089
% of Votes in favour	99.99	99.99	99.99	99.34	99.34	99.34

Mr. Gautam Roy Managing Director declared that, as per the report submitted by the Scrutinizer, the resolutions have been carried with requisite majority and advised that the results be put up on the website of the company viz. www.cpcl.co.in and also be communicated to the Stock Exchanges.

The proceedings concluded with a vote of thanks to the Chair.



Gautam Roy
Managing Director

CHENNAI PETROLEUM CORPORATION LIMITED

Regd. Office: 536, Anna Salai, Teynampet, Chennai 600 018.
Website: www.cpcl.co.in; Email id: shankarp@cpcl.co.in / sld@cpcl.co.in
Tel: 044-24349833/24346807 Fax: 044-24341753
CIN: L40101TN1965GOI005389

SUB: DECLARATION OF RESULTS OF POSTAL BALLOT

The Company had conducted the process of Postal Ballot pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 and rules made thereunder seeking the approval of shareholders through Special Resolution for the following special businesses:-

1. Borrowing Limits under section 180(1)(c) of the Companies Act, 2013
2. Charging / mortgaging the moveable/ immoveable properties of the Company for the borrowings under section 180 (1)(a) of the Companies Act, 2013.
3. To raise funds by issue of Bonds on private placement basis under section 42 of the Companies Act, 2013
4. For alteration of Memorandum of Association for increasing the Authorised Share Capital under section 13 and 61 of the Companies Act, 2013.
5. For alteration of capital clause of Articles of Association under section 14 of the Companies Act, 2013.
6. For issue of 100,00,00,000 Non-convertible Cumulative Redeemable Preference Shares of Rs.10/ each for cash at par amounting to Rupees 1000 crore on private placement preferential allotment basis, in one or more tranche to IOCL, under section 55 of the Companies Act, 2013.

In this regard, the Company had appointed Smt. S.Lalitha, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot process, who has submitted her report.

Based on the Scrutinizer's report, I hereby announce the results of the voting by Postal Ballot for the above said six items as under:

Particulars	Resolution No. 1 (Special)	Resolution No. 2 (Special)	Resolution No. 3 (Special)	Resolution No. 4 (Special)	Resolution No. 5 (Special)	Resolution No. 6 (Special)
Number of Valid Votes Received	11,99,58,593	11,99,63,659	11,99,62,634	11,99,62,640	11,99,62,265	11,99,62,446
Votes in favour	11,99,50,779	11,99,55,012	11,99,56,596	11,91,68,197	11,91,67,712	11,91,64,442
Votes against	7,814	8,647	6,038	7,94,443	7,94,553	7,98,004
Abstained from Voting/Invalid	7,72,84,757	7,72,79,780	7,72,80,785	7,72,80,785	7,72,81,185	7,72,81,089
% of Votes in favour	99.99	99.99	99.99	99.34	99.34	99.34

All the above Resolutions have been passed by the shareholders with requisite majority.

The results of the Postal Ballot has been communicated to the Stock Exchanges and has been hosted on the website of the Company www.cpcl.co.in on 20.07.2015

Place : Chennai
Date : 20.07.2015



Gautam Roy
Managing Director