

General information about company	
Scrip code	500110
NSE Symbol	CHENNPETRO
MSEI Symbol	NOTLISTED
ISIN	INE178A01016
Name of the entity	CHENNAI PETROLEUM CORPORATION LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

## Annexure I

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of Directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sl. No.	Name of Director	PAN	DIN	Category of Directors	DoB	Whether Special Resolution passed?	Initial Appt. Date	Re- Appt. Date	Cessat ion Date	Tenure (Mnts.)	No of Directorship in listed entities including this entity	No of Independent Directorship in listed entities including this entity	Number of memberships in Audit/ Stakeholder Committee(s) including this entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this entity
1	Mr.S.M.VAIDYA	ACLPV 2181N	0699 5642	Non- Executive - Chairman (related to Promoter)	07-08-63	NA	01-08-2019	01-07-2020			2	0	0	0
2	Mr.ARVIND KUMAR	ABOPK 6524C	0922 4177	Executive Director - CEO-MD	17-10-67	NA	27-08-2021	27-08-2021			1	0	0	0
3	Mr.RAJEEV AILAWADI	AACPA 3718K	0782 6722	Executive Director - CFO	23-02-63	NA	08-05-2018	11-09-2020			1	0	1	0
4	Mr.S.KRISHNAN	AAEPK 0023F	0869 1391	Executive Director	05-07-63	NA	01-03-2020	11-09-2020			1	0	0	0
5	Mr.H.SHANKAR	AAQPH 9410D	0884 5247	Executive Director	06-03-69	NA	01-10-2020	20-08-2021			1	0	0	0

6	Mr.DEEPAK SRIVASTAVA	BOSPS 7859L	0927 5923	Non-Executive - Nominee Director	30-06-81	NA	10-08-2021	10-08-2021			1	0	2	0
7	Mr.MOHAMMAD BAGHER DAKHILI	ZZZZZ 9999Z	0770 4367	Non-Executive - Nominee Director	12-10-52	NA	23-01-2017	23-01-2017			2	0	1	1
8	Mr.BABAK BAGHERPOUR	ZZZZZ 9999Z	0834 1090	Non-Executive - Nominee Director	09-03-75	NA	27-03-2019	27-03-2019			2	0	1	0
9	Mr.AMITABH MATHUR	AAJPM 1992N	0727 5427	Non-Executive - Independent Director	04-05-58	NA	29-07-2019	21-08-2019	36		1	1	1	0
10	Mr.MYNENI NARAYANA RAO	ACIPM 2696L	0057 7494	Non-Executive - Independent Director	01-09-55	NA	29-07-2019	21-08-2019	36		3	3	2	1
11	Ms.SOBHA SURENDRAN	GQTPS 2157D	0859 9985	Non-Executive - Independent Director	24-03-74	NA	31-10-2019	11-09-2020	36		1	1	1	1
12	Mr.RAVI KUMAR RUNGTA	AEQPR 4709H	0099 3270	Non-Executive - Independent Director	16-08-72	NA	16-11-2021	16-11-2021	36		1	1	0	0
13	Dr.C.K. SHIVANNA	BMQPS 1112R	0939 8521	Non-Executive - Independent Director	25-07-67	NA	16-11-2021	16-11-2021	36		1	1	0	0
14	Ms.SUKLA MISTRY	ADQPM 3375H	0930 9378	Non-Executive - Nominee Director	08-04-64	NA	16-11-2021	16-11-2021			1	0	0	0

## II. Composition of Committees

### Audit Committee:

Whether the Audit Committee has a Regular Chairperson			Yes		
Sl. No.	DIN Number	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment
1	00577494	MYNENI NARAYANA RAO	Non-Executive - Independent Director	Chairperson	17-10-2019
2	07275427	AMITABH MATHUR	Non-Executive - Independent Director	Member	17-10-2019
3	09275923	DEEPAK SRIVASTAVA	Non-Executive - Nominee Director	Member	10-08-2021

### Nomination and Remuneration Committee:

Whether the Nomination and remuneration committee has a Regular Chairperson			Yes		
Sl. No.	DIN Number	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment
1	07275427	AMITABH MATHUR	Non-Executive - Independent Director	Chairperson	17-10-2019
2	08599985	SOBHA SURENDRAN	Non-Executive - Independent Director	Member	09-09-2021
3	09275923	DEEPAK SRIVASTAVA	Non-Executive - Nominee Director	Member	09-09-2021
4	09309378	SUKLA MISTRY	Non-Executive - Nominee Director	Member	16-11-2021

### Stakeholders Relationship Committee:

Whether the Stakeholders Relationship Committee has a Regular Chairperson			Yes		
Sl. No.	DIN Number	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment
1	08599985	SOBHA SURENDRAN	Non-Executive - Independent Director	Chairperson	09-09-2021
2	07826722	RAJEEV AILAWADI	Executive Director	Member	08-05-2018
3	09275923	DEEPAK SRIVASTAVA	Non-Executive - Nominee Director	Member	10-08-2021
4	08341090	BABAK BAGHERPOUR	Non-Executive - Nominee Director	Member	27-03-2019

### Risk Management Committee:

Whether the Risk Management Committee has a Regular Chairperson			Yes		
Sl. No.	DIN Number	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment
1	09224177	ARVIND KUMAR	EXECUTIVE DIRECTOR	Chairperson	27-08-2021
2	07826722	RAJEEV AILAWADI	EXECUTIVE DIRECTOR	Member	27-03-2019
3	08691391	S.KRISHNAN	EXECUTIVE DIRECTOR	Member	01-03-2020
4	08845247	H.SHANKAR	EXECUTIVE DIRECTOR	Member	01-10-2020
5	00577494	MYNENI NARAYANA RAO	NON-EXECUTIVE INDEPENDENT DIRECTOR	Member	17-10-2019
6	09309378	SUKLA MISTRY	NON-EXECUTIVE- NOMINEE DIRECTOR	Member	16-11-2021

### Corporate Social Responsibility Committee:

Whether the Corporate Social Responsibility Committee has a Regular Chairperson			Yes		
Sl. No.	DIN Number	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment
1	00577494	MYNENI NARAYANA RAO	Non-Executive - Independent Director	Chairperson	25-02-2020
2	07704367	MOHAMMAD BAGHER DAKHILI	Non-Executive - Nominee Director	Member	23-01-2017
3	07826722	RAJEEV AILAWADI	Executive Director	Member	08-05-2018
4	08845247	H.SHANKAR	Executive Director	Member	01-10-2020
5	09275923	DEEPAK SRIVASTAVA	Non-Executive - Nominee Director	Member	10-08-2021

### Other Committee:

Sl. No.	DIN Number	Name of Committee Members	Name of other Committee	Category 1 of Directors	Category 2 of Directors
1	09309378	SUKLA MISTRY	BOARD PROJECT COMMITTEE	Non-Executive - Nominee Director	Chairperson
2	07275427	AMITABH MATHUR	BOARD PROJECT COMMITTEE	Non-Executive - Independent Director	Member
3	07826722	RAJEEV AILAWADI	BOARD PROJECT COMMITTEE	Executive Director	Member
4	08691391	S.KRISHNAN	BOARD PROJECT COMMITTEE	Executive Director	Member
5	08845247	H.SHANKAR	BOARD PROJECT COMMITTEE	Executive Director	Member
6	09275923	DEEPAK SRIVASTAVA	BOARD PROJECT COMMITTEE	Non-Executive - Nominee Director	Member

### III. Meeting of Board of Directors:

Sl. No.	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	16-10-2021		Yes	12	3
2	22-10-2021		Yes	10	3
3	24-01-2022	93	Yes	14	5

### IV. Meeting of Committees

Sl. No.	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	22-10-2021		Yes	2	2
2	Audit Committee	26-11-2021	34	Yes	3	2
3	Audit Committee	24-01-2022	58	Yes	3	2
4	Nomination and remuneration committee	29-10-2021		Yes	4	2
5	Nomination and remuneration committee	24-01-2022		Yes	4	2
6	Corporate Social Responsibility Committee	15-10-2021		Yes	5	1
7	Corporate Social Responsibility Committee	24-01-2022		Yes	5	1
8	Stakeholders Relationship Committee	22-10-2021		Yes	2	0

**V. Related Party Transactions:**

<b>Sl. No.</b>	<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

<b>Annexure II</b>			
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>			
<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Sl. No.</b>	<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Web address</b>
1	Details of business	Yes	<a href="https://cpcl.co.in/business/refinery/manali-refinery/">https://cpcl.co.in/business/refinery/manali-refinery/</a>
2	Terms and conditions of appointment of Independent Directors	Yes	<a href="https://cpcl.co.in/investors/financials/statutory-disclosure/">https://cpcl.co.in/investors/financials/statutory-disclosure/</a>
3	Composition of various committees of board of directors	Yes	<a href="https://cpcl.co.in/company/leadership/sub-committees/">https://cpcl.co.in/company/leadership/sub-committees/</a>
4	Code of conduct of board of directors and senior management personnel	Yes	<a href="https://cpcl.co.in/company/overview/our-policies/">https://cpcl.co.in/company/overview/our-policies/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://cpcl.co.in/company/overview/our-policies/">https://cpcl.co.in/company/overview/our-policies/</a>
6	Criteria of making payments to non-executive directors	Yes	<a href="https://cpcl.co.in/company/overview/our-policies/">https://cpcl.co.in/company/overview/our-policies/</a>
7	Policy on dealing with related party transactions	Yes	<a href="https://cpcl.co.in/company/overview/our-policies/">https://cpcl.co.in/company/overview/our-policies/</a>
8	Policy for determining 'material' subsidiaries	Yes	<a href="https://cpcl.co.in/company/overview/our-policies/">https://cpcl.co.in/company/overview/our-policies/</a>
9	Details of familiarization programmes imparted to independent directors	Yes	<a href="https://cpcl.co.in/investors/financials/statutory-disclosure/">https://cpcl.co.in/investors/financials/statutory-disclosure/</a>



10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://cpcl.co.in/investors/share-holder-information/investor-relations/">https://cpcl.co.in/investors/share-holder-information/investor-relations/</a>
11	email address for grievance redressal and other relevant details	Yes	<a href="https://cpcl.co.in/investors/share-holder-information/investor-relations/">https://cpcl.co.in/investors/share-holder-information/investor-relations/</a>
12	Financial results	Yes	<a href="https://cpcl.co.in/investors/financials/financial-performance/">https://cpcl.co.in/investors/financials/financial-performance/</a>
13	Shareholding pattern	Yes	<a href="https://cpcl.co.in/investors/financials/statutory-disclosure/">https://cpcl.co.in/investors/financials/statutory-disclosure/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://cpcl.co.in/investors/financials/exchange-intimations/">https://cpcl.co.in/investors/financials/exchange-intimations/</a>
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	<a href="https://cpcl.co.in/investors/financials/statutory-disclosure/">https://cpcl.co.in/investors/financials/statutory-disclosure/</a>
18	Credit rating or revision in credit rating obtained	Yes	<a href="https://cpcl.co.in/investors/share-holder-information/credit-rating/">https://cpcl.co.in/investors/share-holder-information/credit-rating/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://cpcl.co.in/investors/financials/statutory-disclosure/">https://cpcl.co.in/investors/financials/statutory-disclosure/</a>
21	Materiality Policy as per Regulation 30	Yes	<a href="https://cpcl.co.in/company/overview/our-policies/">https://cpcl.co.in/company/overview/our-policies/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://cpcl.co.in/company/overview/our-policies/">https://cpcl.co.in/company/overview/our-policies/</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes	<a href="https://www.cpcl.co.in/disclaimer/">https://www.cpcl.co.in/disclaimer/</a>
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		

## VI. Affirmations:

Sl. No.	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here</b>	Notes*

\*Notes: CPCL HAS NOT BEEN ABLE TO COMPLY WITH THE REQUIREMENT OF 50% INDEPENDENT DIRECTOR ON ITS BOARD. BEING A GOVERNMENT COMPANY UNDER THE ADMINISTRATIVE CONTROL OF THE MINISTRY OF PETROLEUM & NATURAL GAS, THE DIRECTORS ARE NOMINATED BY THE GOVERNMENT OF INDIA. TWO (2) ADDITIONAL INDEPENDENT DIRECTORS HAVE BEEN APPOINTED BY THE MINISTRY OF PETROLEUM AND NATURAL GAS, GOVT. OF INDIA, DURING THE QUARTER ENDED 31.12.2021. THE GOVERNMENT OF INDIA IS IN THE PROCESS OF APPOINTING ADDITIONAL INDEPENDENT DIRECTORS. THE MATTER IS BEING PURSUED BY CPCL.

## II. Annual Affirmations:

Sl. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	CPCL HAS NOT BEEN ABLE TO COMPLY WITH THE REQUIREMENT OF 50% INDEPENDENT DIRECTOR ON ITS BOARD. BEING A GOVERNMENT COMPANY UNDER THE ADMINISTRATIVE CONTROL OF THE MINISTRY OF PETROLEUM & NATURAL GAS, THE DIRECTORS ARE NOMINATED BY THE GOVERNMENT OF INDIA. TWO (2) ADDITIONAL INDEPENDENT DIRECTORS HAVE BEEN APPOINTED BY THE MINISTRY OF PETROLEUM AND NATURAL GAS, GOVT. OF INDIA, DURING THE QUARTER ENDED 31.12.2021. THE GOVERNMENT OF INDIA IS IN THE PROCESS OF APPOINTING ADDITIONAL INDEPENDENT DIRECTORS. THE MATTER IS BEING PURSUED BY CPCL.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	

13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee (RMC)	21(3A)	Refer Note*	*First meeting of the RMC was held on 28.04.2021. Second meeting of the Risk Management Committee for the FY 2021-2022 will be held during the 4 <sup>th</sup> week of April, 2022 in view of the need to discuss the risks related to the Financials of the company after the closure of the Accounts for FY 2021-2022.
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	

30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability			
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below</b>			
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them	NIL	0.00	0.00
Promoter Group or any other entity controlled by them	NIL	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NIL	0.00	0.00
KMPs or any other entity controlled by them	NIL	0.00	0.00
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>

Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
<b>(D) Additional Information</b>			
<b>II. Affirmations</b>			
<b>Affirmations</b>		<b>Compliance Status</b>	<b>Company Remarks</b>
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	
Name	RAJEEV AILAWADI		
Designation	CFO		
Place	CHENNAI		
Date	08-04-2022		

<b>Signatory Details</b>	
<b>Name of signatory</b>	P.SHANKAR
<b>Designation of person</b>	Company Secretary and Compliance Officer
<b>Place</b>	CHENNAI
<b>Date</b>	08-04-2022