

चेन्नै पेट्रोलियम कॉर्पोरेशन लिमिटेड

(इंडियनऑयल की ग्रुप कम्पनी)

Chennai Petroleum Corporation Limited

(A group company of IndianOil)



CPCL

CS:01:049

11.07.2016

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

Dear Sir,

**Sub: Corporate Governance Report for the quarter ended 30.06.2016 –
Regulation 27 (2) – SEBI (LODR) Regulations, 2015**

With reference to the above subject, please find attached the Corporate Governance Report for the quarter ended 30.06.2016 under Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

This is for your information and records.

Thanking you,

Yours faithfully,
for Chennai Petroleum Corporation Limited,

(P. Shankar)
Company Secretary

ANNEXURE

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Chennai Petroleum Corporation Limited**
 2. Quarter ending - **30-Jun-2016**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appoint- ment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit /Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	B.Ashok	0686 1345	AAMPA 5583A	C & NED	16-Jul- 2014			2	0	0
Mr.	Gautam Roy	0665 9522	AAEPR 7731F	ED	14-Oct- 2014			1	0	0
Mr.	S.Venkataramana	0328 2268	AACPV 0038P	ED	03-Oct- 2010			1	0	0
Mr.	U.Venkata Ramana	0702 9234	AADPU 2783R	ED	01-Dec- 2014			1	1	0
Mr.	S.Krishna Prasad	0306 5333	AKQPK 8497D	ED	09-Jan- 2015			1	2	0
Mr.	Sanjiv Singh	0528 0701	AANPS 1390Q	NED	03-Jul- 2014			2	0	0
Mr.	K.M.Mahesh	0740 2110	AJZPM 8916D	ND	12-Mar- 2015			1	1	0
Mr.	G.Ramaswamy	0304 8826	AAQPR 7905R	ID	07-Nov- 2013		3	1	0	2
Mr.	Yasin Rezazadeh	0682 7583	ZZZZZ 1255Z	ND	23-Mar- 2015			2	2	0
Mr.	Alireza Zamani	0716 6133	ZZZZZ 9999M	ND	23-Mar- 2015			2	2	0

II. Composition of Committees

AUDIT COMMITTEE			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	K.M.Mahesh	ND	Member
2	S.Krishna Prasad	ED	Member
3	G.Ramaswamy	ID	Chairperson
4	Yasin Rezazadeh	ND	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	U.Venkata Ramana	ED	Member
2	S.Krishna Prasad	ED	Member
3	G.Ramaswamy	ID	Chairperson
4	Alireza Zamani	ND	Member

RISK MANAGEMENT COMMITTEE			
Sr. No.	Name of the Director	Category	Chairperson/Membership
<i>Not Applicable</i>			

NOMINATION AND REMUNERATION COMMITTEE			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	G.Ramaswamy	ID	Chairperson
2	Sanjiv Singh	NED	Member
3	K.M.Mahesh	ND	Member

III. Meeting of the Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
11-Feb-2016	23-May-2016	101

IV. Meeting of the Committees				
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	-	NO*	10-Feb-2016	-
Audit Committee	22-May-2016	NO	28-Mar-2016	55
Stakeholders Relationship Committee	22.05.2016	YES	04-Nov-2015	200

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

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
 - a. Audit Committee - **No**
 - b. Nomination & Remuneration Committee - **No**
 - c. Stakeholders Relationship Committee - **Yes**
 - d. Risk Management Committee (applicable to the top 100 listed entities) - **Not applicable**
3. 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**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - **Yes**
b. Any comments / observations / advice of Board of Directors may be mentioned here:

***Note:** CPCL has not been able to comply with the requirement of 50% Independent Directors 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. The composition of the Audit Committee and Nomination & Remuneration Committee is not in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.

The company has written to Ministry of Petroleum & Natural Gas (MoP&NG), Government of India, for appointment of 1 more Independent Director including one Woman Director to ensure compliance with the requirement SEBI (Listing Obligations and disclosure requirements) Regulations, 2015. The Remuneration Committee has been reconstituted as Nomination & Remuneration Committee at the Board meeting held on 23.05.2016.



Name : P.SHANKAR
Designation : Company Secretary