

Name of Listed entity : Chennai Petroleum Corporation Limited (L40101 TN1965GOI005389)
Quarter ending : 31ST December 2017

(I) Composition of Board of Directors

Title (Mr. / Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure (to be filled in only for ID)	No. of Directorship in listed entities including this listed entity	Number 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.	Sanjiv Singh	AANPS1390Q 05280701	Non-Executive	03.07.2014 (Appointed as Non-Executive Chairman by MOP&NG effective 16.06.2017)	NA	2 (IOCL & CPCL)	-	-
Mr	Gautam Roy	AAEPR7731F 06659522	Managing Director-Executive	14.10.2014 31.01.2018	NA	1 (CPCL)	-	-
Mr.	U.Venkata Ramana	AADPU2783R 07029234	Director (Technical)-Executive	01.12.2014 31.07.2018	NA	1 (CPCL)	1 (SRC)	-
Mr.	S.Krishna Prasad	AKQPK8497D 03065333	Director (Finance)-Executive	09.01.2015 31.01.2018	NA	1 (CPCL)	1 (SRC)	-
Mr.	K.M.Mahesh	AJZPM8916D 07402110	Nominee	12.01.2016 (Till further orders from MOPNG)	24.11.2017	1	2 (AC/SRC)	
Mrs.	Perin Devi	AANPR6232N 07145051	Nominee	24.11.2017 (for a period of 3 years on co-terminus basis or until further orders which ever is earlier)	23.11.2020	1	2 (AC/SRC)	
Mr	S.M.Vaidya	ACLPV2181N 06995642	Non-Executive	23.06.2017 Till further orders from IOCL, Appointing Authority)	NA	1	-	-

Mr.	Mrutunjay Sahoo	AEAPS6948B 00015715	Independent Director	23.02.2017	3 years	1 (CPCL)		1 (AC)
Mr	Dr.P.B.Lohiya	AAMPL0637L 07741463	Independent Director	23.02.2017	3 years	1 (CPCL)	1(AC)	1(SRC)
Mr.	Mohammed Bagher Dakhili	07704367	Non-Executive	23.01.2017 (Till further orders from NICO, Appointing Authority)	NA	2 (CPCL & MFL)	--	-
Mr.	Farzad Bahrami	05352239	Non-Executive	23.02.2017 (Till further orders from NICO, Appointing Authority)	NA	2 (CPCL& MFL)	1(SRC) 1(AC-MFL)	-

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee	Shri Mrutunjay Sahoo –Chairman Dr.P.B.Lohiya –Member Mr.K.M.Mahesh –Member(Till 24.11.2017) Mrs.Perin Devi – Member (From 24.11.2017)	Independent Independent Nominee Nominee
2. Nomination & Remuneration Committee	Shri Mrutunjay Sahoo, –Chairman Dr.P.B.Lohiya –Member Shri S.M.Vaidya, Member Shri K.M.Mahesh, Member-(Till 24.11.2017) Mrs.Perin Devi – Member (From 24.11.2017)	Independent Independent Non-Executive Nominee Nominee
3. Risk Management Committee	NA	
4. Stakeholders' Relationship Committee	Dr.P.B.Lohiya, Chairman Shri K.M.Mahesh, Member-(Till 24.11.2017) Shri U.Venkata Ramana, Member Shri S.Krishna Prasad, Member Mr.Farzad Bahrami, Member Mrs.Perin Devi – Member (From 24.11.2017)	Independent Nominee Executive Executive Non- Executive Nominee

(II) Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
04.08.2017 24.08.2017	08.11.2017	75 days

(III) Meeting of Committees -**a) Audit 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
08.11.2017	Yes	04.08.2017	95 days

b) Stakeholders Relationship 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 quarters	Maximum gap between any two consecutive meetings in number of days
-	Yes	04.08.2017	-

c) Nomination & Remuneration 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 quarters	Maximum gap between any two consecutive meetings in number of days
11.10.2017	yes	-	-


d) Risk Management Committee – NA**(IV) Related Party Transactions**

Subject	Compliance Status (Yes / No / NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

(V) Affirmations

1	<p>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations 2015, except Independent Directors.</p> <p>The strength of the Board of CPCL was 10 Directors as on 31st December 2017, comprising of One Non Executive Chairman who is the Chairman of Indian Oil Corporation Ltd (IOCL), the holding company, 3 Whole time Functional Directors (including Managing Director), One director representing IOCL, 1 Non-Executive Woman Government Nominee Director, 2 Independent Directors and 2 Directors representing Naftiran Intertrade Company Limited, an affiliate of National Iranian Oil Company, one of the co-promoters, in terms of the Formation Agreement.</p>
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	<p>Note: The post of Director (Operations) is vacant from 01.07.2017. Mr.Gautam Roy, Managing Director is holding the additional charge of the post of Director(Operations) based on the communication from Ministry of Petroleum and Natural Gas vide letter dated 30.06.2017 and 20.09.2017.</p> <p><i>Ms.Perin Devi, Director, Ministry of Petroleum and Natural Gas, Government of India has been appointed as Director on the Board of CPCL in place of Mr.K.M.Mahesh based on the communication No.C-31033/1/2016-CA/FTS:42979 dated 24.11.2017 received from Ministry of Petroleum and Natural Gas, Government of India, vide Circular Resolution dated 28.11.2017, passed by the Board of Directors. With this appointment, CPCL has complied with the requirement of appointment of 1 Woman Director.</i></p> <p>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 of India. The Government of India is in the process of appointing additional Independent Directors. The matter is being pursued by CPCL.</p>
2	<p>The composition of the following committees is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.</p> <p>a. Audit Committee - Yes</p> <p>b. Nomination and Remuneration Committee –yes</p> <p>c. Stakeholders’ Relationship Committee -Yes</p> <p>d. Risk Management Committee -NA</p>
3	<p>The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
4	<p>The meetings of the Board of Directors and its Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.</p>
5	<p>This report will be placed before Board of Directors.</p>


(P.Shankar)
Company Secretary
03.01.2018