

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Chennai Petroleum Corporation Limited**
 2. Quarter ending - **31-Mar-2017**

I. Composition of Board of Directors:

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/ Nominee)	Date of Appointment	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.Venkata ramana	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	1	0
Mr.	Sanjiv Singh	0528 0701	AANPS 1390Q	NED	03-Jul-2014			2	0	1
Mr.	K.M.Mahesh	0740 2110	AJZPM 8916D	NED	12-Mar-2015			1	3	0
Mr.	Yasin Rezazadeh	0682 7583	ZZZZZ 1255Z	NED	23-Mar-2015	23-Jan-2017		2	2	0
Mr.	Alireza Zamani	0716 6133	ZZZZZ 9999M	NED	23-Mar-2015	23-Feb-2017		2	2	0
Mr.	Mrutunjay Sahoo	0001 5715	AEAPS 6948B	NED,ID	23-Feb-2017		3	1	0	1
Mr.	P.B.Lohiya	0774 1463	AAMPL 0637L	NED,ID	23-Feb-2017		3	1	1	0

Mr.	Farzad Bahrami	0535 2239	ABCDF 1233I	NED,ND	23-Feb- 2017			2	0	0
Mr.	M B Dakhili	0770 4367	ABCDE 1234I	NED,ND	23-Jan- 2017			1	0	0

II. Composition of Committees – Audit Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Mrutunjay Sahoo	NED,ID	Chairperson
2	P B Lohiya	NED,ID	Member
3	K.M.Mahesh	NED	Member

III. Composition of Committees – Stakeholders Relationship Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	U.Venkata Ramana	ED	Member
2	S.Krishna Prasad	ED	Member
3	K.M.Mahesh	NED	Chairperson

IV. Composition of Committees – Risk Management Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
	NOT APPLICABLE		

V. Composition of Committees – Nomination and Remuneration Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sanjiv Singh	NED	Chairperson
2	K.M.Mahesh	NED	Member

VI. Meeting of 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>
14-Nov-2016	23-01-2017	69

VII. Meeting of the Committees:

<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	23-01-2107	NO	14-Nov-2016	69
Audit Committee	19-03-2017	YES	-	
Stakeholders Relationship Committee	23-01-2017	YES	14-Nov-2016	69

VIII. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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 - **Yes**
 - b. Nomination&remunerationcommittee - **No**
 - c. Stakeholdersrelationshipcommittee - **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:

<p>The strength of the Board of Directors of CPCL was 11 Directors as on 31.03.2017, comprising of 1 Non-Executive Chairman who is the Chairman of Indian Oil Corporation Ltd., the holding company, 4 Whole-time Functional Directors (including Managing Director), 1 Director representing IOCL, 1 Non-Executive Government Nominee Director, 2 Independent Directors</p>
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and 2 Directors representing Naftiran Intertrade company Ltd., an affiliate of National Iranian Oil Company, one of the co-promoters. CPCL has not been able to comply with the requirement of 50% Independent Directors on its Board. Being a Govt. of India company under the administrative control of MoP&NG, the Directors are nominated by the Government of India. The Government of India is in the process of appointing additional Independent Directors including 1 Woman Director. The matter is being pursued by CPCL.

Name : **P.SHANKAR**
Designation : **Company Secretary**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	No	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism / Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and / or their associates	Yes	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b)&25(6)	Yes
<i>Board composition</i>	17(1)	No
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	NA
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/ compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	NA

<i>Performance Evaluation of Independent Directors</i>	17(10)	Not Applicable
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1)&(2)	No
<i>Composition of Stakeholder Relationship Committee</i>	20(1)&(2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2),(3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) &(6)	Not Applicable
<i>Maximum Directorship & Tenure</i>	25(1)&(2)	Yes
<i>Meeting of independent directors</i>	25(3)&(4)	No
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Membership sin Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2)&26(5)	Yes

Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied - **Not Applicable**

Name : **P.SHANKAR**
Designation : **Company Secretary**