

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-2018**

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.	Sanjiv Singh	05280701	AANPS 1390Q	C & NED	03-Jul-2014			2	0	0
Mr.	Gautam Roy	06659522	AAEPR 7731F	ED	14-Oct-2014	31-Jan-2018		1	0	0
Mr.	U.Venkata Ramana	07029234	AADPU 2783R	ED	01-Dec-2014			1	1	0
Mr.	S.Krishna Prasad	03065333	AKQPK 8497D	ED	09-Jan-2015	31-Jan-2018		1	1	0
Mrs.	PERIN DEVI	07145051	AANPR 6232N	NED,ND	24-Nov-2017			1	2	0
Mr.	S M Vaidya	06995642	ACLPV 2181N	NED	23-Jun-2017			1	0	0
Mr.	Mrutunjay Sahoo	00015715	AEAPS 6948B	NED,ID	23-Feb-2017		36	1	0	1
Mr.	P B Lohiya	07741463	AAMPL 0637L	NED,ID	23-Feb-2017		36	1	1	1
Mr.	M B Dakhili	07704367	ABCDE 1234I	NED,ND	23-Jan-2017			2	0	0
Mr.	Farzad Bahrami	05352239	ABCDF 1233I	NED,ND	23-Feb-2017			2	1	0

Mr.	S.N.PANDEY	08062182	AGNPP 3955A	ED	01-Feb- 2018			1	0	0
Mr.	G. ARAVINDAN	07992886	AAAPA 3960B	ED	30-Jan-2018			1	0	0

II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	PERIN DEVI	NED,ND	Member
2	P B Lohiya	NED,ID	Member
3	Mrutunjay Sahoo	NED,ID	Chairperson

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	P B Lohiya	NED,ID	Chairperson
2	Farzad Bahrami	NED,ND	Member
3	PERIN DEVI	NED,ND	Member
4	S.Krishna Prasad	ED	Member
5	U.Venkata Ramana	ED	Member

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	PERIN DEVI	NED,ND	Member
2	Mrutunjay Sahoo	NED,ID	Chairperson
3	P B Lohiya	NED,ID	Member
4	S M Vaidya	NED	Member

III. 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)
08-Nov-2017	19-Jan-2018	71

IV. Meeting of 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	19-Jan-2018	YES	08-Nov-2017	71
Stakeholders Relationship Committee	19-Jan-2018	YES		
Nomination & Remuneration Committee		YES	11-Oct-2017	

V. 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 & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top100 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:

The strength of the Board of CPCL was 10 Directors as on 31st March 2018. 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.

Name : P.SHANKAR
Designation : Company Secretary & Compliance Office

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	Not Applicable	
Composition of various committees of board of directors	Yes	
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	Not Applicable	
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	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
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)	Yes
<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)	Yes

<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)	Yes
<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)&(8)	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)	Not Applicable
<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)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in 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

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

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