

Name of Listed entity : Chennai Petroleum Corporation Limited (L40101 TN1965GOI005389)
Quarter ending : 31ST March 2019

(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.	S.N.Pandey	AGNPP3955A 08062182	Managing Director-Executive	01.02.2018 31.01.2021	NA	1(CPCL)	-	-
Mr.	R.Srikanthan	AALPS5223J 08198470	Director (Technical)-Executive	13.08.2018 30.09.2020	NA	1 (CPCL)	1(SRC)	-
Mr.	G.Aravindan	AAAPA3960B 07992886	Director (Operations)-Executive	30.01.2018 28.02.2020	NA	1(CPCL)	-	-
Mr.	Rajeev Allawadi	AACPA3718K 07826722	Director (Finance)	08.05.2018 28.02.2023	NA	1(CPCL)	1(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	2	CPCL-2(AC/SRC) Balmer Lawrie Inv.Ltd – 2 (AC/SRC)	-
Mr	B.V.Rama Gopal	AAHPB5232E 07551777	Non-Executive	From 05.04.2018.	Till further orders from IOCL, Appointing Authority)	2	-	-
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.	D.Duraiganesan	EUOPD5371P 08200628	Independent Director	14.08.2018	3 years	1(CPCL)	-	-

Mr.	Mohammed Bagher Dakhili	07704367	Non-Executive	23.01.2017 (Till further orders from NICO, Appointing Authority)	NA	2 (CPCL & MFL)	1-MFL – AC-Member	1-MFL SRC-Chairman
Mr.	Farzad Bahrami	05352239	Non-Executive	23.02.2017 (Till further orders from NICO, Appointing Authority)	27.03.2019	2 (CPCL & MFL)	1(SRC)	-
Mr	Babak Bagherpour	08341090	Non-Executive	27.03.2019 (Till further orders from NICO, Appointing Authority)		2 CPCL & MFL)	1 (SRC)	-

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 Mrs.Perin Devi – Member	Independent Independent Nominee
2. Nomination & Remuneration Committee	Shri Mrutunjay Sahoo, –Chairman Dr.P.B.Lohiya –Member Shri.B.V.Rama Gopal , Member Mrs.Perin Devi – Nominee	Independent Independent Non-Executive Non-Executive Nominee
3. Risk Management Committee – Constituted by the Board at the meeting held on 27.03.2019	Mr.S.N.Pandey, Chairman of Committee Mr.G.Aravindan, Member Mr. Mrutunjay Sahoo, Member Mr.Rajeev Ailawadi, Member Mr.R.Srikanthan, Member Mr.B.V.Rama Gopal, Member	Executive Executive Independent Executive Executive Non-Executive
4. Stakeholders' Relationship Committee	Dr.P.B.Lohiya, Chairman Mrs.Perin Devi , Member Mr.Babak Bagherpour, Member Mr.Rajeev Ailawadi, Member Shri R.Srikanthan, Member	Independent Nominee Non-Executive Executive Executive

(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)
29.10.2018	28.01.2019 27.03.2019	90 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
28.01.2019 27.03.2019	YES	29.10.2018	90 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
27.03.2019	Yes	30.07.2018	239

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
-	yes	29.10.2018	-

d) Risk Management Committee – NA (Applicable with effect from 01.04.2019)

(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 12 Directors as on 31ST March 2019, comprising of One Non Executive Chairman who is the Chairman of Indian Oil Corporation Ltd (IOCL) , the holding company, 3 Whole time Functional Directors and one Managing Director, One director representing IOCL, 1 Non-Executive Woman Government Nominee Director, 3 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> <p>Mr.Babak Bagherpour has been appointed as a Director representing NICO in place of Mr.Farzad Bahrami effective 27.03.2019.</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 b. Nomination and Remuneration Committee –Yes c. Stakeholders' Relationship Committee -Yes 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
 03.04.2019

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)	Company Remark	Website
Details of business	Yes		www.cpcl.co.in
Terms and conditions of appointment of independent	Yes		https://www.cpcl.co.in/CorporateGovernance
Composition of various committees of board of	Yes		https://www.cpcl.co.in/CorporateGovernance-MCAGuidelines
Code of conduct of board of directors and senior	Yes		https://www.cpcl.co.in/CodeOfConduct
Details of establishment of vigil mechanism/Whistle	Yes		https://www.cpcl.co.in/Policies
Criteria of making payments to non-executive directors	Yes		https://www.cpcl.co.in/AnnualReports
Policy on dealing with related party transactions	Yes		https://www.cpcl.co.in/Policies
Policy for determining 'material' subsidiaries	Not Applicable		
Details of familiarization programs imparted to	Yes		https://www.cpcl.co.in/CorporateGovernance
Contact information of the designated officials of the listed entity who are responsible for assisting	Yes		https://www.cpcl.co.in/CorporateGovernance
email address for grievance redressal and other	Yes		
Financial results	Yes		https://www.cpcl.co.in/InvestorGrievances
Shareholding pattern	Yes		https://www.cpcl.co.in/FinancialResult
Details of agreements entered into with the media companies and/or their associates	Not Applicable		https://www.cpcl.co.in/IntimationtoStockExchanges
New name and the old name of the listed entity	Not Applicable		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	18(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	

Plans for orderly succession for appointments	17(4)	Appointment of Directors of Govt. Companies are made by Govt. of India. MCA has granted exemption to Govt. Companies from this requirement. CPCL has a succession policy approved by the Board of Directors with regard to Senior Management Personnel i.e. one level below the Board (CGM's).
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Powers relating to appointment, evaluation and terms & conditions of appointment of Independent Directors is vested with Govt. of India. MCA has exempted Govt. Companies from this requirement.
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) &	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	There is no Material Related Party transaction.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	CPCL does not have any Subsidiary Company.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes

Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel.	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information

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. - **Not Applicable**

Other Information

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