

Company Secretary  
Chennai Petroleum Corporation Limited  
536, Anna Salai  
Teynampet  
Chennai 600 018

Dear Sir,

**Sub: Certificate of Independence as per the Companies Act, 2013 and SEBI Listing Regulations, 2015**

In terms of Section 149 (6) of the Companies Act, 2013 & rules notified thereunder and as amended vide Companies (Amendment) Act, 2017 and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby certify that:

- a. (i) I am or was not a promoter of the company or its subsidiary or associate company or member of the promoter group of the company;
- (ii) I am not related to promoters or Directors in the company, its subsidiary or associate company;
- b. I do not have or had any pecuniary relationship (other than receiving sitting fees for attending Board & Committee meetings) with the company, or its subsidiary or associate company, or their promoters, or directors during the two immediately preceding financial years or during the current financial year;
- c. None of my relatives :
  - (i) is or was holding any security or interest of face value not exceeding fifty lakh rupees or two percent of the paid-up capital of the company, its subsidiary or associate company during the two immediately preceding financial years or during the current financial year;
  - (ii) is or was indebted to the company, its subsidiary or associate company or their promoters or directors for an amount of fifty lakh rupees at any time during the two immediately preceding financial years or during the current financial year;
  - (iii) has or had given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its subsidiary or associate company for an amount of fifty lakh rupees at any time during the two immediately preceding financial years or during the current financial year; or
  - (iv) has or had any other pecuniary transaction or relationship with the company or its subsidiary or associate company amounting to two percent or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii) above;

its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii) above;

d. I neither myself nor any of my relatives:

- (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its subsidiary or associate company, in any of the three financial years immediately preceding the financial year;
- (ii) is or was an employee or proprietor or a partner, in any of the three financial years immediately preceding this financial year, of:
  - a firm of auditors or company secretaries in practice or cost auditors of the company or its subsidiary or associate company; or
  - any legal or a consulting firm that has or had any transaction with the company, its subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
- (iii) hold together with my relatives two per cent or more of the total voting power of the Company;
- (iv) am / is a Chief Executive or Director, by whatever name called, of any Non - Profit Organization
  - (a) that receives twenty-five percent or more of its receipts from the company, any of its Promoters, Directors or its subsidiary or associate company; or
  - (b) that holds two percent or more of the total voting power of the company;

e. I am not a material supplier, service provider or customer or a lessor or lessee of the company, which may affect my independence;

f. I am not a non-independent director of another company on the board of which any non-independent director of the company is an independent director;

g. I possess the requisite skills, experience and knowledge as prescribed under the Companies Act 2013 and rules notified thereunder.

Thanking you,

Yours faithfully,



**(SOBHA SURENDRAN)**  
Independent Director  
(DIN 08599985)

Palakkad

Date: 31.10.2019