

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Chennai Petroleum Corporation Limited**
 2. Quarter ending - **30-Sep-2019**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Director	DI N	P A N	C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e)	S u b C a t e g o r y	Ini t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	No. o f D i r e c t o r s h i p i n l i s t e d e n t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	No o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	No o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e (s) i n c l u d i n g t h i s l i s t e d e n t i t y	No o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	Rem a r k s
M r.	SANJIV SINGH	0 5 2 8 0 7 0 1	A A N P S 1 3 9 0 Q	C, N E D		03- Jul- 2014	03- Jul- 2014			30- Jun - 196 0	2	0	0	0	NA	NIL
M r s .	PERIN DEVI	0 7 1 4 5 0	A A N P R 6	N E D		24- Nov- 2017	24- Nov- 2017			13- Oct - 196 5	2	0	4	0	AC,S C,N RC	NIL

		5 1	2 3 2 N													
M r.	MRUTU NJAY SAHOO	0 0 0 1 5 7 1 5	A E A P S 6 9 4 8 B	ID		23- Feb- 2017	23- Feb- 2017		3 6	16- Ma r- 195 4	1	1	0	1	AC, RMC ,NR C	NIL
M r.	P B LOHIYA	0 7 7 4 1 4 6 3	A A M P L 0 6 3 7 L	ID		23- Feb- 2017	23- Feb- 2017		3 6	15- Ma r- 195 1	1	1	1	1	AC,S C,N RC	NIL
M r.	M B DAKHILI	0 7 7 0 4 3 6 7	A B C D E 1 2 3 4 I	NE D, ND		23- Jan- 2017	23- Jan- 2017			12- Oct - 195 2	2	0	1	1	NA	Nom inee of NIC O (One of the Prom oters)
M r.	S.N.PAN DEY	0 8 0 6 2 1 8 2	A G N P P 3 9 5 5 A	ED	C E O - M D	01- Feb- 2018	01- Feb- 2018			11- Jan - 196 1	1	0	0	0	RMC	
M r.	G.ARAVI NDAN	0 7 9 9 2	A A A P A	ED		30- Jan- 2018	30- Jan- 2018			12- Feb - 196 0	1	0	0	0	RMC	

		8 8 6	3 9 6 0 B												
M r.	B.V.RAM A GOPAL	0 7 5 5 1 7 7 7	A A H P B 5 2 3 2 E	NE D		05- Apr- 2018	05- Apr- 2018	31- Jul- 2019		02- Jul- 195 9	2	0	0	0	RMC ,NR C
M r.	RAJEEV AILAWA DI	0 7 8 2 6 7 2 2	A A C P A 3 7 1 8 K	ED		08- May- 2018	08- May- 2018			23- Feb - 196 3	1	0	1	0	SC,R MC
M r.	R.SRIKA NTHAN	0 8 1 9 8 4 7 0	A A L P S 5 2 2 3 J	ED		13- Aug- 2018	13- Aug- 2018			20- Sep - 196 0	1	0	1	0	SC,R MC
M r.	D.DURAI GANESA N	0 8 2 0 0 6 2 2 8	E U O P D 5 3 7 1 P	ID		14- Aug- 2018	14- Aug- 2018		3 6	02- Jun - 196 1	1	1	0	0	NA
M r.	BABAK BAGHER POUR	0 8 3 4 1	A B C D F	NE D, ND		27- Mar- 2019	27- Mar- 2019			09- Ma r- 197 5	2	0	1	0	SC Nom inee of NIC O

		0 9 0	1 2 3 3 J													(One of the Prom oters)
M r.	S M VAIDYA	0 6 9 9 5 6 4 2	A C L P V 2 1 8 1 N	NE D, ND	01- Aug- 2019	01- Aug- 2019			07- Au g- 196 3	1	0	0	0		RMC ,NR C	
M r.	AMITAB H MATHU R	0 7 2 7 5 4 2 7	A A J P M 1 9 9 2 N	ID	29- Jul- 2019	29- Jul- 2019		3 6	04- Ma y- 195 8	1	0	0	0			
M r.	MYNENI NARAY ANA RAO	0 0 5 7 4 9 4	A C I P M 2 6 9 6 L	ID	29- Jul- 2019	29- Jul- 2019		3 6	01- Sep - 195 5	2	2	2	0			

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	PERIN DEVI	NED	Member	24-Nov-2017	

2	MRUTUNJAY SAHOO	ID	Chairperson	23-Feb-2017	
3	P B LOHIYA	ID	Member	23-Feb-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	PERIN DEVI	NED	Member	24-Nov-2017	
2	BABAK BAGHERPOUR	NED,ND	Member	27-Mar-2019	
3	P B LOHIYA	ID	Chairperson	23-Feb-2017	
4	RAJEEV AILAWADI	ED	Member	08-May-2018	
5	R.SRIKANTHAN	ED	Member	13-Aug-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	S.N.PANDEY	ED	Chairperson	27-Mar-2019	
2	B.V.RAMA GOPAL	NED	Member	05-Apr-2018	31-Jul-2019
3	S M VAIDYA	NED,ND	Member	01-Aug-2019	
4	G.ARAVINDAN	ED	Member	27-Mar-2019	
5	MRUTUNJAY SAHOO	ID	Member	27-Mar-2019	
6	RAJEEV AILAWADI	ED	Member	27-Mar-2019	
7	R.SRIKANTHAN	ED	Member	27-Mar-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	MRUTUNJAY SAHOO	ID	Chairperson	23-Feb-2017	
2	S M VAIDYA	NED,ND	Member	01-Aug-2019	
3	B.V.RAMA GOPAL	NED	Member	05-Apr-2018	31-Jul-2019
4	PERIN DEVI	NED	Member	24-Nov-2017	
5	P B LOHIYA	ID	Member	23-Feb-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the	Date(s) of Meeting (if any) in the	Whether requirement of	Number of Directors present	Number of Independent Directors present
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previous quarter	relevant quarter	Quorum met		
08-May-2019	29-Jul-2019	Yes	11	3
29-Jun-2019	21-Aug-2019	Yes	11	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	29

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	07-May-2019	29-Jul-2019	Yes	3	3
Audit Committee		21-Aug-2019	Yes	3	2
Nomination & Remuneration Committee	07-May-2019		Yes		

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	82

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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 top 100 listed entities) - **Yes**

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 14 Directors as on 30.09.2019, 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, 5 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.

Mr.Amitabh Mathur and Mr.Myneni Narayana Rao were appointed as independent directors pursuant to letter No. C-31033/2/2018-CA/PNG(25758) dated 12.07.2019 from Ministry of Petroleum and Natural Gas, Government of India, on 29.07.2019. Mr.S.M.Vaidya, ED(Operations), IOCL was appointed as a Director on the Board of CPCL effective 01.08.2019, based on letter dated 15.07.2019 from Indian Oil Corporation Ltd.

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 Officer

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and	19(3)	Yes	

remuneration committee at the annual general meeting			
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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