

चेन्नै पेट्रोलियम कॉर्पोरेशन लिमिटेड

(इंडियनऑयल की गुप कम्पनी)

Chennai Petroleum Corporation Limited

(A group company of IndianOil)



CS:01:007

29th May, 2019

National Stock Exchange Limited Exchange Plaza, 5 th Floor, Bandra – Kurla complex, Bandra (E), Mumbai – 400 051	Bombay Stock Exchange BSE Ltd. 1 st Floor, New Trading ring, P J Tower, Dalal Street, Mumbai – 400 001
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Ref: Symbol: CHENNPETRO; Security Code: ISIN: INE178A01016

Sub: Annual Secretarial Compliance Report under Regulation 24A of
SEBI (LODR) (Amendment) Regulations, 2015

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015 and the circular No. CIR/CFD/CMD/1/27/2019 dated 8th February, 2019 issued by SEBI, please find attached the Annual Secretarial Compliance Report dated 24.05.2019 issued by M/s.Sandeep & Associates, Practicing Company Secretaries, for the Financial Year ended 31st March, 2019 as per the format specified in the aforementioned circular.

The above is for your information and records please.

Yours faithfully,

For **Chennai Petroleum Corporation Limited**

(P.SHANKAR)

COMPANY SECRETARY

Encl.: a/a



S SANDEEP B Com, FCS, LLB
Managing Partner

S SANDEEP & ASSOCIATES
Company Secretaries

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**Secretarial Compliance Report of Chennai Petroleum Corporation Limited
(CIN: L40101TN1965GOI005389) for the year ended 31st March 2019**

We, S. Sandeep & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Chennai Petroleum Corporation Limited (CIN: L40101TN1965GOI005389) ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) the website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by Securities and Exchange Board of India;

The specific Regulations, whose provisions and the Circulars / Guidelines issued thereunder, have been examined, include:

- a. The Securities and Exchange Board of India (Registrars to an Issue and Transfer Agents) Regulations, 1993, regarding Companies Act and dealing with client;
- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018;





- f. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- Not Applicable for the year under review
- g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable for the year under review
- h. The Securities and Exchange Board of India (Delisting of Equity Shares Regulations), 2009; Not Applicable for the year under review
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable for the year under review.
- j. The Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013;

and based on the above examination, We hereby report that, during the Review Period:

(a)The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement(Regulations/Circulars/Guidelines including specific clause)	Deviations	Observations/Remarks of Practicing Company Secretary
1.	Regulation 18(2)(b) of Securities Exchange Board of India, (Listing Obligations and Disclosure Requirements), 2015	Quorum for the Audit Committee meeting held on 30.07.2018 and 24.08.2018 were not met	Independent Directors were given leave of absence. The same was disclosed in the Corporate Governance Report filed with NSE and BSE for the quarter ended 30.09.2018
2.	Regulation 17(1) of Securities Exchange Board of India, (Listing Obligations and Disclosure Requirements), 2015	Requirement of Appointment of requisite number of Independent Directors	Non-compliance with regard to composition of Board of Directors is not due to any negligence / default of the company as the same is not under the control of the company.





(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment	Observations/Remarks of the Practicing Company Secretary, if any
	NIL	NIL	NIL	NIL

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks of the Practicing Company Secretary in previous reports	Observations made in the secretarial compliance report for the ended 31 st March 2019	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the action taken by the listed entity
	NIL	NIL	NIL	NIL

For S Sandeep & Associates



S Sandeep
Managing Partner

FCS No.: 5853

C P No.: 5987

Place: Chennai
Date: 24.05.2019