

चेन्नै पेट्रोलियम कॉर्पोरेशन लिमिटेड
(इंडियनऑयल की ग्रुप कम्पनी)
Chennai Petroleum Corporation Limited
(A group company of IndianOil)



CS:01:049

August 19, 2020

National Stock Exchange Limited
Exchange Plaza, 5th Floor
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

Bombay Stock Exchange
BSE Ltd. 1st Floor
New Trading Ring
P J Tower, Dalal Street
Mumbai 400 001

Dear Sirs,

Sub : Notice of 54th Annual General Meeting, Closure of Register of Members and Share Transfer books and intimation of Remote E-Voting facility and e-voting during AGM

The Notice of the 54th Annual General Meeting of the members of the Company scheduled to be held on 11th September 2020 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), containing the business to be transacted thereat, is attached herewith.

Further, pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Notice is hereby given that the Register of Members and Share Transfer Books of the Company would remain closed from 5th September 2020 (Saturday) to 11th September 2020 (Friday) (both days inclusive) for the purpose of 54th Annual General Meeting of the Company.

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the company is providing to its members the remote e-voting facility to cast their vote by electronic means on all resolutions set forth in the Notice. Further, the facility for voting through electronic voting system will also be made available at the AGM ("Insta Poll") and members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM through Insta Poll. The instructions for remote e-voting and e-voting during AGM are mentioned in the said Notice.

The cut-off date to be eligible to vote is 04.09.2020 (Friday). The remote e-voting period would commence on 07.09.2020 (Monday) 9.00 AM and end on 10.09.2020 (Thursday) at 5.00 PM During this period, eligible members may cast their votes through electronic means in the manner specified in the Notice.

This is for your information and record please.

Thanking you,

Yours faithfully,
For Chennai Petroleum Corporation Limited

P. Shankar
(P. Shankar)

Company Secretary

Copy to : NSDL & CDSL



Chennai Petroleum Corporation Limited

(A group company of IndianOil)

Regd. Office: 536, Anna Salai, Teynampet, Chennai 600 018.

Website: www.cpcl.co.in; Email id: shankarp@cpcl.co.in

Tel: 044-24349833 / 24346807

CIN: L40101TN1965GOI005389

Notice

Notice is hereby given that the 54th Annual General Meeting of the members of CPCL will be held on **Friday, the 11th September 2020, at 3.00 pm.** through Video Conference (VC)/ Other Audio Visual Means (OAVM), to transact the following businesses

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statement of the Company (Standalone and Consolidated) for the period from 1st April 2019 to 31st March 2020, together with the Directors' Report and the Auditor's Report.
2. To appoint a Director in place of Mr Rajeev Ailawadi (DIN No:07826722), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. S.M.Vaidya (DIN 06995642), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESSES:

4. APPOINTMENT OF Mr. S. KRISHNAN (DIN 08691391) AS A DIRECTOR

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 161(1) of the Companies Act 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force and the Articles of Association of the Company, Mr.S.Krishnan (DIN 08691391) who was appointed as an Additional Director and designated as Director(Operations) by the Board of Directors with effect from 01.03.2020 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director(Operations) of the Company liable to retire by rotation."

5. APPOINTMENT OF MRS. SOBHA SURENDRAN (DIN No 08599985) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 161(1), 149 & 152 and other applicable provisions of the Companies Act 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, the Articles of Association of the Company and Regulation 17 of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, Mrs. Sobha Surendran (DIN 08599985) who was appointed as an Additional Director and designated as Independent Director by the Board of Directors with effect from 31.10.2019 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 3 years from the date of appointment by the Board, not liable to retire by rotation."

6. APPOINTMENT OF MR.MANOJ SHARMA (DIN 08777977) AS A DIRECTOR

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force and the Articles of Association of the Company, Mr. Manoj Sharma (DIN 08777977) who was appointed as an Additional Director by the Board of Directors with effect from 24.07.2020 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director liable to retire by rotation."

7. RATIFICATION OF REMUNERATION OF COST AUDITOR FOR THE YEAR 2020-21

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration



of ₹ 2,50,000 /- (Rupees Two lakh fifty thousand only) plus applicable taxes and out of pocket expenses if any, to conduct the audit of cost accounts maintained by the company for the financial year 2020-21 payable to M/s. Vivekanandan Unni & Associates, Cost Accountants, Chennai, the cost auditor of the company be and is hereby ratified”.

By order of the Board of Directors
For Chennai Petroleum Corporation Limited

(P. Shankar)
Company Secretary
Regd. Office: 536, Anna Salai,
Teynampet, Chennai 600 018.
Email id: shankarp@cpcl.co.in
CIN: L40101TN1965GOI005389

Date: 17.08.2020
Place: Chennai

Notes for e-AGM Notice:

1. In view of the prevailing lock down situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide circular Nos. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, permitted companies to hold their AGM through VC/OAVM for the calendar year 2020.
2. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars, the 54th Annual General Meeting of the company being conducted through Video Conferencing (VC) herein after called as “e-AGM”.
3. e-AGM: Company has appointed M/s KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
4. Pursuant to the provisions of the circulars of MCA on the VC/OAVM(e-AGM):
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Corporate / Institutional members are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: lbandco.cs@gmail.com, with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “CPCL, 54th Annual General Meeting”.
6. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. Up to 1000 members will be able to join on a FIFO basis to the e-AGM.
8. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
9. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 5th September 2020 to Friday, the 11th September 2020 (both days inclusive), for determining the eligibility of shareholders to participate in the 54th AGM.
11. A statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business as to be transacted at the Meeting is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed.
12. Reserve Bank of India has initiated NECS (National Electronic Clearing System) facility for credit of future dividends directly to the Bank account of the members. Hence members are requested to register their Bank account details (core banking solutions enabled account number, 9 digit MICR code and 11 digit IFSC code) in respect of shares held in dematerialized form with their respective depository participants i.e., the agency where the demat account has been opened and in respect of shares held in physical form with the RTA or at the registered office of the company.

12. Non-resident Indian members are requested to inform the RTA, M/s.KFin Technologies Private Limited, Hyderabad immediately about:

- (i) Change in their residential status on return to India for permanent settlement.
- (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

13. Members may send their requests for change / updation of Address, Email address, Nominations:

- **For shares held in dematerialised form** - to their respective Depository Participant
- **For shares held in physical form** - to the RTA, M/s. KFin Technologies Private Limited, Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad – 500032 or at the registered office of the Company

14. Securities and Exchange Board of India (SEBI), has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in Electronic form are requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in Physical form are requested to submit their PAN details, email ids and mobile number to M/s. KFin Technologies Private Limited, the Share Transfer Agents of the Company.

15. As per the provisions of Section 124(5) of the Companies Act 2013, the dividends which remain unpaid/unclaimed for a period of 7 years is to be transferred to the Investor Education and Protection Fund. Accordingly, the Company has transferred all unclaimed dividend declared upto the financial year 2011-12, to Investor Education & Protection Fund (IEPF) established by the Central Government.

Further, Section 124(6) of the Companies Act, 2013 read with rules made thereunder provide that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the company in the name of Investor Education and Protection Fund. The Company had sent reminder letters to all such shareholders, whose dividend had remained unclaimed for a consecutive period of 7 years i.e., 2011-12 to 2018-19, with a request to claim the dividends, failing which the shares would be transferred to the IEPF Authority on the due date. Thereafter such shares were transferred to IEPF in November 2019. The details of such shares were also hosted in the website of the Company www.cpcl.co.in.

It would be noted that no dividend has been declared by the company for the year 2012-13 and hence no dividend

amount and underlying shares remain to be transferred upon completion of 7 years, in October/November 2020, to IEPF. No dividend was declared for the financial year 2008-09, 2012-13 to 2014-15 and 2018-19. The dividend for the financial year 2015-16, 2016-17 and 2017-18 which remains unclaimed for a period of 7 years would be transferred to the IEPF on respective due dates. The members, who have not encashed their dividend warrants so far, for the financial years 2015-16, 2016-17 and 2017-18 may write to the RTA, M/s. KFin Technologies Private Limited, Hyderabad or at the registered office of the Company for claiming the unpaid dividend.

Further, Section 125 of the Companies Act, 2013 provides that a shareholder whose dividend amount / shares have been transferred to the IEPF shall be entitled to claim refund therefrom. The procedure for claiming the unclaimed dividend amount and shares transferred to the IEPF is provided on the following link <https://www.cpcl.co.in/IEPF>.

16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.

17. A brief Resume of the Directors of Company, seeking appointment/re-appointment at this Annual General Meeting, and their expertise in specific functional areas, is given as part of the Notice of 54th Annual General Meeting.

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and other relevant documents will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. 11.09.2020 Members seeking to inspect such documents can send an email to investors@cpcl.co.in/shankarp@cpcl.co.in/sriramas@cpcl.co.in.

18. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and SEBI (LODR), Annual Report of the Company is required to be sent through email to those members whose email address is registered and in physical form to those members who have not registered their email address.

However, as per "MCA Circulars" and SEBI Circular dated 12.05.2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode



to those members whose email address is registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.cpcl.co.in and in websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFIN Technologies Pvt Ltd ie www.kfintech.com.

19. Instructions for the Members for attending the e-AGM through Video Conference:

- (i) Attending e-AGM, through Video conference: Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com/> and click on the "video conference" and access the shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.
- (ii) Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
- (iii) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- (iv) Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- (v) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vi) Members who need assistance before or during the AGM, can contact RTA viz., KFin Technologies Pvt Ltd on evoting@karvy.com/or contact Mr. Mohsin, Senior Manager, KFin Technologies Pvt Limited at 040-67161562/ 91774 01094.
- (vii) **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/ folio number, email id, mobile number. Please note that, members questions will be answered only, if the shareholder continue to hold the shares as of cut-off

date benpos. The post of the questions shall commence on Sunday, the 6th September 2020 at 9.00 AM and close on Tuesday, the 8th September 2020 at 5.00 PM.

- (viii) **Speaker Registration during e-AGM session:** Members may log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on Sunday, the 6th September 2020 at 9.00 AM and close on Tuesday, the 8th September 2020 at 5.00 PM

20. Instructions for members for e-Voting during the e-AGM session:

- (i) The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the "instapoll" page
- (ii) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- (iii) Only those shareholders, who are present in the e-AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.

21. REMOTE E-VOTING THROUGH ELECTRONIC MEANS

In terms of the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on Friday, the 4th September 2020 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The details of the process and manner for remote e-voting are given below:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already

- registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e. Chennai Petroleum Corporation Ltd.
 - viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST'; but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at lbandco.cs@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CPCL_EVENT No.'
 - xii. Members can cast their vote online from Monday, the 7th September 2020 (9.00 a.m.) till Thursday, the 10th September 2020 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
 - xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFin on 1800 345 4001 (toll free).
22. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date.
 23. The Company has appointed M/s. LB & Co., Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner.
 24. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the electronic votes cast during the e-AGM and thereafter unblock and count the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the e-AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorised by him.
 25. The Results on resolutions shall be declared within 48 hours of the conclusion of the e-AGM and the resolutions will be deemed to be passed on the e-AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
 26. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.cpcl.co.in and on the website of KFin Technologies Pvt Ltd <https://www.evoting.karvy.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
- 27. Process for registration of email address for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:**
- Physical Holding**
- Send a request to the RTA i.e. Kfin at einward.ris@kfintech.com providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) for registering email address.
- Following additional details need to be provided in case of updating Bank Account Details:
- a) Name and Branch of the Bank in which you wish to receive the dividend,
 - b) the Bank Account type,
 - c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions



- d) 9 digit MICR Code Number,
- e) 11 digit IFSC Code
- f) a scanned copy of the cancelled cheque bearing the name of the first member.

Demat Holding

Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

Further, those members who have not registered their email addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of AGM, may temporarily get themselves registered with KFin, by clicking the link http://ris.kfintech.com/email_registration/ for sending the same.

STATEMENT SETTING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESSES IN PURSUANCE OF SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4

Mr. S. Krishnan, was appointed as an Additional Director with effect from 01.03.2020. As per the provisions of Section 161 of the Companies Act, 2013, Mr. S. Krishnan will hold office only upto the date of the 54th Annual General Meeting of the Company.

A Notice under section 160 of the Companies Act, 2013 has been received proposing the appointment of Mr.S.Krishnan, as a Director along with the deposit amount as prescribed under the Companies Act, 2013.

Mr. S. Krishnan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by virtue of any order of SEBI / any other authority. None of the Directors / Key Managerial Personnel of the Company and their relatives are interested or concerned in the resolution except Mr.S.Krishnan.

The Board therefore, recommends the Ordinary Resolution for approval by members.

Item No.5

Mrs. Sobha Surendran was appointed as an Additional Director and designated as Independent Director with effect from 31.10.2019. As per the provisions of Section 161 of the Companies Act, 2013, Mrs.Sobha Surendran will hold office only upto the date of the 54th Annual General Meeting of the Company.

A Notice under section 160 of the Companies Act, 2013 has been received proposing the appointment of Mrs.Sobha Surendran as a Director under the Companies Act, 2013.

Mrs. Sobha Surendran is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. None of the Directors / Key Managerial Personnel of the Company and their relatives are interested or concerned in the resolution except Mrs.Sobha Surendran.

The Company has received a declaration from Mrs.Sobha Surendran that she meets the criteria of independence as prescribed under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Sobha Surendran is not debarred from holding the office of Director by virtue of any order of SEBI / any other authority.

In the opinion of the Board, Mrs.Sobha Surendran fulfils the criteria of independence as specified in the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and is independent of the Management.

The Board therefore, recommends the Ordinary Resolution for approval by members.

Item No. 6

Mr. Manoj Sharma, was appointed as an Additional Director with effect from 24.07.2020. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Manoj Sharma will hold office only upto the date of the 54th Annual General Meeting of the Company.

A Notice under section 160 of the Companies Act, 2013 has been received proposing the appointment of Mr.Manoj Sharma, as a Director along with the deposit amount as prescribed under the Companies Act, 2013.

Mr. Manoj Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by virtue of any order of SEBI / any other authority. None of the Directors / Key Managerial Personnel of the Company and their relatives are interested or concerned in the resolution except Mr. Manoj Sharma.

The Board therefore, recommends the Ordinary Resolution for approval by members.

Item No. 7

The proposal for appointment of M/s.Vivekanandan Unni & Associates, Cost Accountants, Chennai as the Cost Auditor of the Company for the Financial Year 2020-21 at a remuneration of ₹ 2,50,000/- plus applicable taxes and out of pocket expenses, if any, to conduct the audit of cost accounts maintained by the company was recommended by the Audit Committee and the Board on 28.07.2020 and 29.07.2020 respectively

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the members of the company.

Hence the present resolution for remuneration of ₹ 2,50,000/- plus applicable taxes and out of pocket expenses, if any, to conduct the audit of cost accounts maintained by the company for the Financial Year 2020-21 payable to M/s. Vivekanandan Unni & Associates, Cost Accountants, Chennai, the cost auditors of the company is proposed for ratification by the members.

None of the Directors, key Managerial Personnel and their relatives are interested in the resolution except the Cost Auditor

The Board therefore, recommends the Ordinary Resolution for approval by members.

BRIEF RESUME OF THE DIRECTORS OF THE COMPANY, SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 54TH ANNUAL GENERAL MEETING

- 1) Mr. Rajeev Ailawadi, born on 23.02.1963, was appointed as Director (Finance) effective 08.05.2018. He is a Chartered Accountant and holds an MBA from University of Ljubljana, Slovenia. He has 3 decades of experience in downstream Oil and Gas and Petrochemical businesses. His tenure is upto 28.02.2023.

Mr. Rajeev Ailawadi is the member of Risk Management Committee, Stakeholders Relationship Committee, CSR & SD Committee, Board Project Committee and Planning & Projects Committee. He is the Permanent Invitee of Audit Committee in CPCL and Chairman of Audit Committee, IAL. He is not holding shares in the Company. Inter-se relationship between Directors is none.

Number of Board Meeting attended during 2019-20	- 6
Details of Directorships in other companies	- 2
Membership / Chairmanship in the Committees of other companies	- 1
No. of Shares held in the company as on date	- NIL
Relationship between Directors and Key Managerial Personnel	- None

- 2) Mr. S.M. Vaidya, born on 07.08.1963, was appointed on the Board of the company effective 01.08.2019. He was appointed as the Non-Executive Chairman effective 01.07.2020 by the Ministry of Petroleum and Natural Gas, Government of India vide letter dated 15.07.2020. He is a Graduate in Chemical Engineering from NIT, Rourkela and a diploma in Business Management. He joined IOCL in 1987 and worked in various positions at Panipat Refinery and was involved in the commissioning and stabilization of Panipat Refinery Units. Presently he is the Chairman, IOCL.

In IOCL, he is member of Nomination and Remuneration Committee. He is not holding shares in CPCL. Inter-se relationship between Directors is none.

Number of Board Meeting attended during 2019-20	- 3
Details of Directorships in other companies	- 2
Membership / Chairmanship in the Committees of other companies	- 1
No. of Shares held in the company as on date	- NIL
Relationship between Directors and Key Managerial Personnel	- None

- 3) Mr. S. Krishnan, born on 05.07.1963, was appointed as Director (Operations) effective 01.03.2020. He holds a Bachelors Degree in Electrical & Electronics Engineering from Alagappa Chettiar College of Engineering, Karaikudi. He has more than three decades of experience in CPCL and has held various positions in the fields of Projects, Maintenance, Operations etc.

Mr. S. Krishnan, is the member of Risk Management Committee, and Board Project Committee of CPCL. He is holding 200 shares in CPCL. Inter-se relationship between Directors is none.

Number of Board Meeting attended during 2019-20	- NA
Details of Directorships in other companies	- NIL
Membership / Chairmanship in the Committees of other companies	- NIL
No. of Shares held in the company as on date	- 200
Relationship between Directors and Key Managerial Personnel	- None

- 4) Smt. Sobha Surendran, born on 24.03.1974, was appointed on the Board effective 31.10.2019. She holds a Bachelor's Degree in Arts and Hindi. She is a social worker for the past 23 years in the areas of Women Safety, Child Safety, Tribal issues, etc. She has won B.R. Ambedkar Award for Best Social Worker and Shri. K.R. Narayanan Award for Best female social worker and several awards from Spiritual Organisations.

Mrs. Sobha Surendran, is the member of Stakeholders Relationship Committee. She is not holding any shares in CPCL. Inter-se relationship between Directors is none.

Number of Board Meeting attended during 2019-20	- 1
Details of Directorships in other companies	- NIL
Membership / Chairmanship in the Committees of other companies	- NIL
No. of Shares held in the company as on date	- NIL
Relationship between Directors and Key Managerial Personnel	- None



- 5) Mr. Manoj Sharma born on 24.10.1961 was appointed on the Board effective 24.07.2020. He is a Graduate in Chemical Engineering from University Institute of Chemical Engineering & Technology, Punjab University, Chandigarh in 1984 and holds an MBA from University of Ljubljana, Slovenia. He Joined Indian Oil Corporation Limited in 1985 and worked in various positions at Guwahati Refinery, Mathura Refinery, Corporate Office, (International Trade), Panipat Refinery and Refinery Head Quarters, New Delhi. Presently, he is Executive Director (Operations), IOCL, responsible for reliable, safe, profitable & sustainable operations of the nine IndianOil Refineries and Petrochemical plants.

Mr. Manoj Sharma is the chairman of Board Project Committee, and member of Nomination and Remuneration Committee and Risk Management Committee of CPCL.

Details of Directorships in other Companies	-	1
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Inter-se relationship between Directors is none.

No. of Shares held in the company as on date	-	NIL
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Relationship between Directors and Key Managerial Personnel	-	None
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By order of the Board of Directors
For Chennai Petroleum Corporation Limited

(P. Shankar)
Company Secretary
Regd. Office: 536, Anna Salai,
Teynampet, Chennai 600 018
Email id:shankarp@cpcl.co.in
CIN: L40101TN1965GOI005389

Date : 17.08.2020
Place : Chennai