



Chennai Petroleum Corporation Limited

(A group company of IndianOil)

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Website: www.cpcl.co.in; CIN: L40101TN1965GOI005389

NOTICE OF FIFTY FOURTH ANNUAL GENERAL MEETING AND INFORMATION ON E-VOTING

The Fifty fourth Annual General Meeting (“AGM”) of the Company will be held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) on **Friday, 11.09.2020 at 03.00 p.m. IST**, in compliance with all the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020, and other applicable circulars issued by the Ministry of Corporate Affairs (“MCA”) and SEBI (collectively referred to as “**relevant circulars**”), to transact the business set out in the Notice calling the AGM. Members will be able to attend the AGM through VC / OAVM or view the same at <https://emeetings.kfintech.com>. Members participating through the VC / OAVM facility shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.

In compliance with the relevant circulars, the Notice of the AGM and the standalone and consolidated financial statements for the financial year 2019-20, along with Board's Report, Auditors' Report and other documents required to be attached thereto, have been sent on **18.08.2020** to the Members of the Company whose email addresses are registered with the Company / Depository Participant(s). The aforesaid documents are also available on the Company's website at www.cpcl.co.in and on the website 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 Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited (“KFinTech”), at www.kfintech.com.

The documents referred to in the Notice of the AGM are available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM.

Members seeking to inspect such documents can send an email to investors@cpcl.co.in

Instruction for remote e-voting and e-voting during AGM:

The Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means (“**remote e-voting**”). Members may cast their votes remotely, using the electronic voting system of KFinTech on the dates mentioned herein below (“**remote e-voting**”).

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 Company has engaged the services of KFinTech as the agency to provide e-voting facility.

Information and instructions including details of user id and password relating to e-voting have been sent to the members through e-mail. The same login credentials should be used for attending the AGM through VC / OAVM.

The manner of remote e-voting and voting by **Insta Poll** by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the Notice of the AGM and is also available on the website of the Company: www.cpcl.co.in and on the website 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 KFinTech, at www.kfintech.com.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting : **9:00 a.m. on Monday, 07.09.2020.**

End of remote e-voting: **5:00 p.m. on Thursday, 10.09.2020.**

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Friday, 04.09.2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll.

Manner of registering / updating email addresses is as below:

- Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by clicking on <https://riskarisma.kfintech.com/emailregistration> or by writing to the Company with details of folio number and attaching a self- attested copy of PAN card at investors@cpcl.co.in or to KFinTech at mohsin.mohd@kfintech.com.

Members holding shares in dematerialised mode, who have not registered / updated their email addresses with their Depository Participants, are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.

After due verification, the Company / KFinTech will forward their login credentials to their registered email address.

- Any person who becomes a member of the Company after despatch of the Notice of the AGM and holding shares as on the cut-off date may obtain the User ID and password in the manner as provided in the Notice of the AGM, which is available on Company's website and KFinTech's website.
- Such members may cast their votes using the e-voting instructions, in the manner specified by the Company in the Notice of AGM.

Manner of casting vote(s) through e-voting:

- Members will have an opportunity to cast their vote(s) on the business as set out in the Notice of the AGM through electronic voting system (“**e-voting**”).
- The manner of voting remotely (“**remote e-voting**”) by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses has been provided in the Notice of the AGM. The details will also be available on the website of the Company at www.cpcl.co.in and on the website of KFinTech at <https://evoting.karvy.com>.
- 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 login credentials for casting votes through e-voting shall be made available to the members through email. Members who do not receive email or whose email addresses are not registered with the Company / KFinTech / Depository Participants(s), may generate login credentials by following instructions given in the Notes to Notice of AGM.**
- The same login credentials may also be used for attending the AGM through VC / OAVM.**

Cut off date for the purpose of ascertaining the shareholders who are eligible to participate in the AGM :

The Company has fixed **Friday, 04.09.2020** as the 'Cut off Date' for the purpose of ascertaining the shareholders who are eligible to participate in the AGM.

The members who have cast their vote(s) by remote e-voting may also attend the AGM but shall not be entitled to cast their vote(s) again at the AGM.

In case of any query pertaining to e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech's website for e-voting: <https://evoting.karvy.com>.

Members are requested to note the following contact details for addressing queries / grievances, if any:

Shri Mohd. Mohsinuddin

Sr.Manager

KFin Technologies Private Limited

Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda

Hyderabad 500 032

Phone No.: +91 40 6716 1700, Toll-free No.: 1800-425-8998

E-mail: evoting.cpcl@kfintech.com

By order of the Board of Directors

Sd/-

P. Shankar

Company Secretary

Place : Chennai

Dated : August 19, 2020