

NOTICE

Notice is hereby given that the 46th Annual General Meeting of the Shareholders of the Company will be held at **2.30 P.M** on **Tuesday** the **11th September, 2012** at **Kamaraj Arangam, 492, Anna Salai, Teynampet, Chennai – 600 006** to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Statement of Profit & Loss A/c of the Company for the period from 1st April 2011 to 31st March 2012 and the Audited Balance Sheet as at 31st March 2012, together with the Director's Report and the Auditor's Report
2. To declare dividend.
3. To appoint a director in place of Mr.Venkatraman Srinivasan, who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint a director in place of Prof. M.S. Ananth, who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESSES:

5. APPOINTMENT OF MR.RAJKUMAR GHOSH AS A DIRECTOR
To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED that Mr.Rajkumar Ghosh be and is hereby appointed as a Director of the Company."
6. APPOINTMENT OF MR.A.S.BASU AS A DIRECTOR
To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED that Mr.A.S.Basu be and is hereby appointed as a Director of the Company."
7. AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY
To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:
"RESOLVED that pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification or any other enactment for the time being in force, and subject to such approvals, consent, permission, sanction as may be necessary from any appropriate authority or body, the following Article of Association of the Company be and is hereby amended by way of addition as under:"
THAT Article 29(A) be and is hereby inserted as follows :
"Notwithstanding any of the provisions of these Articles, the Company shall have the power, subject to and in accordance with the relevant provisions of the Act and other applicable provisions of law, and subject to such approvals, permissions and sanctions, if any, as may be necessary, to purchase, acquire or hold its own shares or other specified securities as defined in the Act, on such terms and conditions and in such manner, and upto such limits as may be prescribed by law from time to time, and make payment out of its free reserves or security premium account of the Company or out of the proceeds of an issue other than fresh issue of shares made specifically for Buy-Back purpose provided that, nothing herein contained shall be deemed to effect the provisions of Sections 100 to 104 and Section 402 of the Act in so far as and to the extent they are applicable."

Date : 03.08.2012
Place : Chennai

By order of the Board
M. SANKARANARAYANAN
Company Secretary



Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of himself.
2. The proxy need not be a member of the Company.
3. The instrument of Proxies, in order to be effective, must be lodged at the Registered Office of the Company not later than 48 hours before the time of holding the meeting.
4. Members / Proxies should bring their attendance slip, duly filled in, to the meeting.
5. Members, who hold shares in the dematerialised form, are requested to bring their depository account number for identification at the time of Annual General Meeting.
6. An explanatory statement pursuant to Section 173 (2) of The Companies Act, 1956 in respect of Resolutions set out under “Special Businesses” of the Notice is annexed.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 01.09.2012 to 11.09.2012 (both days inclusive).
8. Members are requested to immediately intimate any change in their addresses registered with the Company.
9. Members are informed that the Company is extending the Electronic Clearing Service (ECS) facility to enable them receive their Dividend through electronic mode to their bank account. In order to avail the ECS facility, the Members are requested to fill, sign and send the ECS mandate form, which forms part of this Annual Report, alongwith a photocopy of the cheque issued by the Bank for verifying the accuracy of the MICR Code Number, to:
 - (a) M/s. Karvy Computershare Private Limited, Plot No. 17 to 24, Near Image Hospital, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081 (in case of Members holding Shares in physical mode).
 - (b) The Depository Participants concerned (in case of Members holding shares in electronic mode / dematerialised form).
10. 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 to M/s.Karvy Computershare Private Limited, the share transfer agents of the Company.

Chennai Petroleum Corporation Limited

11. The shares of the Company are compulsorily traded in dematerialised form and therefore, the shareholders are requested to dematerialise their shares to facilitate trading in CPCL shares.
12. As per the provisions of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Nomination form can be downloaded from the website of the company at ***www.cpclco.in***. Shareholders holding shares in Demat form may contact their Depository Participant for nomination.
13. The Board of Directors have recommended a Dividend of 20% on the Paid up Share Capital of the Company for the year 2011-2012 representing ₹ 2/- per equity share. Dividend, upon its declaration at the Meeting, will be paid in respect of physical shares to those Members, whose names appear in the Register of Members of the Company as on 11th September, 2012 and in respect of electronic shares, to those members, whose names appear in the Beneficiary List to be furnished by the depositories to the Company for this purpose.
14. A brief Resume of the Director's 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 46th Annual General Meeting.
15. Inspection of Documents:- The relevant documents are available for inspection by the members at the Registered Office of Company at any time during the working hours till the date of meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 5

Mr Rajkumar Ghosh was appointed as an Additional Director with effect from 02.09.2011. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Rajkumar Ghosh will hold office only upto the date of the 46th Annual General Meeting of the Company.

A Notice under section 257 of the Companies Act, 1956 has been received proposing the appointment of Mr. Rajkumar Ghosh as a Director. Hence, this resolution is proposed.

Memorandum of Interest

None of the Directors are interested in the resolution except Mr. Rajkumar Ghosh.

Item No. 6

Mr. A.S.Basu was appointed as an Additional Director with effect from 06.07.2012. As per the provisions of Section 260 of the Companies Act, 1956, Mr.A.S.Basu will hold office only upto the date of the 46th Annual General Meeting of the Company.

A Notice under section 257 of the Companies Act, 1956 has been received proposing the appointment of Mr.A.S.Basu as a Director. Hence, this resolution is proposed.

Memorandum of Interest

None of the Directors are interested in the resolution except Mr.A.S.Basu.

Item No. 7

Department of Public Enterprises (DPE) vide O.M. No. F.No. DPE/14(24)/2011-Fin dated 26.03.2012 issued guidelines on buyback of shares. CPSEs have been advised to amend their Articles of Association to provide for buyback of shares if such provision does not exist in their Articles.

Presently the Articles of Association of the Company does not contain a clause providing for buy back of shares. In line with the DPE's O.M. dated 26.03.2012, it is proposed to amend the Articles of Association of the Company by inserting a new Article 29A providing for buyback of shares. This is only an enabling provision.

Amendment of Articles of Association of the Company by inserting a new Clause 29A providing for buy back of shares requires the approval of the shareholders in a General Meeting by way of a Special Resolution. Hence the present resolution.

Memorandum of Interest

None of the Directors are interested in the resolution.

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BRIEF RESUME OF THE DIRECTORS OF THE COMPANY, SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 46TH ANNUAL GENERAL MEETING

1. Mr.Venkatraman Srinivasan, born on 09.03.1959, was appointed on the Board effective 15.4.2005. He is a Commerce Graduate and Fellow Member of the Institute of Chartered Accountants of India. He is a Senior Partner of M/s.V.Sankar Aiyar & Co., Chartered Accountants, Mumbai, who are the Statutory Auditors of many leading corporate houses in the country.

Mr. Venkatraman Srinivasan is also a Director on the Board of Credit Analysis and Research Limited, Karanja Infrastructure Pvt. Limited, UTI Retirement Solutions Limited and Shriram Properties Pvt. Limited.

In Chennai Petroleum Corporation Limited, he is a member of the Audit Committee and Remuneration Committee. In Credit Analysis and Research Limited, he is a member of Investment Committee and IPO Committee and Chairman of the Audit Committee. In UTI Retirement Solutions Limited, he is the Chairman of Investment Management Committee.

He is not holding any shares in the Company.

2. Prof.M.S.Ananth, born on 15.11.1945, was appointed on the Board effective 31.12.2005. He holds a B.Tech and a Masters Degree in Engineering and Ph.D from Florida University. Presently he is the visiting Professor, Department of Chemical Engineering, Indian Institute of Science (IISc), Bangalore. He was former Director, Indian Institute of Technology, Chennai. He joined as Assistant Professor at IIT, Chennai and elevated to the post of Director. He worked as a Visiting Professor in various Universities all over the World. He is also a Fellow Member in various Professional Bodies.

Prof.M.S. Ananth is also a Director on the Board of UCAL Fuel Systems Limited.

He is a member of the Audit Committee of Chennai Petroleum Corporation Limited and UCAL Fuel Systems Limited.

He is not holding any shares in the Company.

3. Mr. Rajkumar Ghosh, born on 01.07.1954, was appointed on the Board effective 02.09.2011. He is a Chemical Engineer from IIT, Kharagpur.

Mr. Rajkumar Ghosh is presently the Director (Refineries) of Indian Oil Corporation Limited (IOC). He has more than 35 years of experience in the Oil and Gas sector in areas including Projects Management, Technical Services, Operations, Maintenance, Refining and Petrochemicals.

He is also the Chairman of Indian Synthetic Rubber Limited. In CPCL, he is a member of Projects Committee and Remuneration Committee. In IOC, he is a member of the Committee for Sustainable Development.

He is not holding any shares in the Company.

4. Mr. A.S. Basu born on 18.05.1954, was appointed on the Board effective 06.07.2012. He is a Chemical Engineer from Jadavpur University.

Mr. A.S. Basu has more than three decades of experience in various fields of refining business covering Operations, Technical Services, Planning, Safety and Environment Protection. Prior to his appointment as Managing Director, he was Executive Director (Operations) in IOC.

He is not holding any shares in the Company.

Date : 03.08.2012
Place : Chennai

By order of the Board
M. SANKARANARAYANAN
Company Secretary