



Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE: 2. BOARD OF DIRECTORS:

CPCL firmly believes that sound Corporate Governance is critical in enhancing and retaining investor trust and it is a reflection of the Company's culture, policies, relationship with stakeholders and its commitment to values. The Board of CPCL exercises its fiduciary duties and responsibilities aimed towards protecting the interest of the company and all its stakeholders.

CPCL continuously strives to enhance long-term shareholder value and respect minority rights in all its business decisions and has put in place transparent management processes for development of policies, their implementation and review. CPCL has a well-defined governance framework which is reflected in the following policies formulated by the Company:

- Code of Conduct for Board Members and Senior Management personnel;
- Insider Trading Code;
- Human Resource initiatives.
- CSR&SD Policy;
- Whistle-Blower Policy.
- Policy on related party transactions
- Policy for determination of material / price sensitive information
- Policy for preservation of documents;
- Dividend Distribution Policy
- Risk Management Policy;
- Integrity Pact;
- Conduct, Discipline and Appeal Rules for Employees;

The above policies have been posted on the website of the company and can be accessed at <https://www.cpcl.co.in/policies>.

a) COMPOSITION OF THE BOARD OF DIRECTORS:

The Board of CPCL comprises of Executive (Whole-Time) Directors, Non-Executive (Part-Time) Government Nominee Directors and Non-Executive (Part-Time) Independent Directors and Directors representing the Promoters viz., Indian Oil Corporation Limited and Naftiran Inter-trade Company Ltd. The Independent Directors are eminent persons with proven record in diverse areas like Business, Administration, Medicine, Philosophy, etc.

The tenure of the Directors appointed on the Board is as under:

- Whole Time Directors are appointed for a period of 5 years or their date of superannuation, whichever is earlier;
- Government Nominee Directors are appointed on ex-officio basis during their tenure in Ministry of Petroleum & Natural Gas (MoP&NG).
- Independent Directors are appointed for a period of 3 years;

b) As on 31.03.2019, CPCL Board comprises of the following categories of Directors:

One Non-Executive Chairman, who is the Chairman of Indian Oil Corporation Limited (the Holding Company); Managing Director; Three whole-time Functional Directors, viz., Director (Operations), Director (Finance) and Director (Technical); Director (Refineries) of Indian Oil Corporation Limited, representing holding company; One Woman Director, representing Ministry of Petroleum & Natural Gas, Government of India; Two Directors nominated by Naftiran Intertrade Company Limited, an affiliate of National Iranian Oil Company, one of the co-promoters, in terms of the Formation Agreement and Three Non-Executive Part-Time Independent Directors.

The details are as under:

Sl. No.	Name	Category	Designation	Date of appointment	Tenure upto
1.	Mr. Sanjiv Singh	Non-Executive	Non-Executive Chairman	03.07.2014	30.06.2020
2.	Mr. S.N. Pandey	Whole-time Director	Managing Director	01.02.2018	31.01.2021
3.	Mr. G. Aravindan	Whole-time Director	Director (Operations)	30.01.2018	29.02.2020
4.	Mr. Rajeev Ailawadi	Whole-time Director	Director (Finance)	08.05.2018	28.02.2023
5.	Mr. R. Srikanthan	Whole-time Director	Director (Technical)	13.08.2018	30.09.2020
6.	Mr. B.V. Rama Gopal	Non-Executive Director	Nominee of IOCL	05.04.2018	31.07.2019
7.	Mrs. Perin Devi	Government nominee Director	Director, MOP&NG	24.11.2017	For a period of 3 years on co-terminus basis or until further orders whichever is earlier
8.	Mr. Mohammad Bagher Dakhili	Non-Executive Director	Nominee of NICO	23.01.2017	Till further orders from NICO
9.	Mr. Babak Bagherpour	Non-Executive Director	Nominee of NICO	27.03.2019	Till further orders from NICO
10.	Mr. Mrutunjay Sahoo	Non-Executive Director	Independent Director	23.02.2017	3 years
11.	Dr. P.B. Lohiya	Non-Executive Director	Independent Director	23.02.2017	3 years
12.	Mr. D. Duraiganesan	Non-Executive Director	Independent Director	14.08.2018	3 years

Out of the total number of twelve Directors as on 31.03.2019, Eight Directors were Non-Executive Directors. Thus the Company meets the requirement of the number of Non-Executive Directors being not less than 50% of the Board of Directors of the Company as prescribed by SEBI under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, introduced by SEBI vide Notification dated 02.09.2015, if the non-executive Chairman is a Promoter of the Company or is related to any promoter or person occupying Management positions at the Board level or at one level below the Board, atleast one-half of the Board of the Company shall consist of Independent Directors. Since, the Company has a non-executive Chairman who is also the Chairman of Indian Oil Corporation Limited, the holding company, the Company needs to have 9 Independent Directors.

Presently, the Company has three Independent Directors as against the requirement of 9 and one Woman Director, who is a nominee of Ministry of Petroleum and Natural Gas, Government of India. CPCL being a Government Company under the administrative control of Ministry of Petroleum and Natural Gas, the power to appoint Directors, including Independent Directors, vests with the Government of India. The appointment of additional Independent Directors is under the consideration of Government of India.

None of the Directors hold office in more than ten Public Companies. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies. All Directors are also in compliance with the limit on Independent Directorships of listed companies as prescribed

under Regulation 17A of the Listing Regulations. It is confirmed that the Independent Directors fulfil the conditions specified in these regulations and that they are Independent of the management.

CRITERIA OF INDEPENDENCE

Based on the disclosures received from all the independent directors and also in the opinion of the Board, the Independent Directors fulfill the criteria of independence as specified in the Companies Act, 2013, the rules notified thereunder as well as SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] and are independent of the Management.

The terms and conditions of appointment of Independent Directors are hosted on the website of the Company www.cpcl.co.in

As required under the SEBI (LODR), M/s L.B.&Co., Practicing Company Secretary, has certified that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any such statutory authority.

CPCL being a Government Company, all the Directors on its Board viz. Functional Directors, Government Directors and Independent Directors are selected and appointed by the Government as per a well laid down process for each category of Director. The list of core skills, expertise and competence required for the Board to function effectively, in context of the Company's business, forms an integral part of the Government's process for selection of the Directors. In view thereof, the Board of CPCL has not identified any such core skills or expertise or competence required by a Director as required under SEBI (LODR).



c) BOARD MEETINGS:

The Board of Directors looks after the overall functioning of the Company and has formulated objectives in order to achieve the Vision and Mission of the Company. The Board has constituted various Committees in line with the statutory requirements which facilitates expeditious decision making process. The facility of participation in the meetings through video conferencing is provided to the Directors as and when requested. For paperless Board Meetings, the agenda items are uploaded on a digital platform (Board Portal) which can be accessed by the Directors (other than Directors representing NICO) electronically on their electronic device in a secured manner.

d) INFORMATION PLACED BEFORE THE BOARD:

Presentations are made to the Board on physical, financial, safety, projects and other areas of the company. The agenda placed before the Board inter-alia includes the following:

- Capital and Revenue Budget
- Memorandum of Understanding with Indian Oil Corporation Limited, the Holding Company
- MoU Evaluation report
- Quarterly and Annual Financial results
- Constitution of Board Committees with terms of reference
- Dividend declaration
- Minutes of the Meetings of the Sub-Committees of the Board
- New Project Proposals
- Safety and Security related matters
- Significant developments between two Board Meetings
- Status of the various Plan and Non-Plan Projects
- Action Taken Report on the Risk Management Policy
- HR related issues
- Quarterly Periodic Performance Reports on Manpower, Investment, Borrowings, Cash Flow Statement, Plan and Non-Plan control reports

- General Notices / matters of Interest of Directors
- Secretarial Audit Report, Corporate Governance Report and Share Capital Audit Report
- Report on Share Transfers, Transmissions, Issue of Duplicate Share Certificates and Status of Investor Grievances
- Compliance of applicable laws
- Action Taken Report on the decisions of the Board.

The Minutes of the Board and Sub-Committee meetings are prepared after the Board / Sub-Committee Meetings and circulated to all Directors / Members for their comments, if any, after the clearance of Functional Directors and Managing Director. Thereafter approval of the Chairman is obtained. The approved minutes are then circulated to the concerned department for implementation. Action Taken Report on the decision of the Board is obtained and submitted to the Board periodically.

e) Eight Board meetings were held during the year 2018-19 on the following dates:

Board Meeting No.	Board Meeting Date	Board strength	Number of Directors present
322	05.04.2018	10	7
323	10.05.2018	11	10
324	27.06.2018	11	7
325	30.07.2018	11	8
326	24.08.2018	12	11
327	29.10.2018	12	10
328	28.01.2019	12	11
329	27.03.2019	12	10

f) Attendance of Directors at the Board Meetings held during the financial year 2018-19 and at the last Annual General Meeting held on 24.08.2018; Number of other directorships, and Number of memberships / chairmanships held by the Directors in the committees of various companies are as under:

NAME OF THE DIRECTOR	NO. OF BOARD MEETINGS ATTENDED OUT OF MEETINGS HELD DURING THE TENURE OF DIRECTOR	ATTENDANCE AT THE AGM ON 24.08.2018 (YES/NO/NA)	NO. OF DIRECTORSHIP IN OTHER COS. AS ON 31.03.2019	MEMBERSHIP OF COMMITTEES IN OTHER COS. INCL. CPCL AS ON 31.03.2019	CHAIRMANSHIP OF COMMITTEES IN OTHER COS. INCL. CPCL AS ON 31.03.2019
Non-Executive Chairman					
Mr. Sanjiv Singh	7(8)	YES	1 (IOCL)	1 (NRC – IOCL)	1-RMC-IOCL
Whole-Time Directors					
Mr. S.N. Pandey, Managing Director	8(8)	YES	2 (IAL & AROCHEM)- Non-Executive	1-PPC-CPCL	1 (RMC – CPCL)
Mr. G. Aravindan, Director (Operations)	8(8)	YES	2 (IAL & AROCHEM)- Non-Executive	4 (RMC, BPC, PPC & CSR&SD – CPCL)	NIL
Mr. Rajeev Ailawadi, Director (Finance) (w.e.f 08.05.2018)	7(7)	YES	1 (IAL)- Non-Executive	6 (RMC, SRC, PPC, BPC & CSR&SD – CPCL) AC – IAL)	NIL
Mr. R. Srikanthan, Director (Technical) (w.e.f 13.08.2018)	4(4)	YES	NIL	4 (RMC, PPC, SRC & CSR&SD – CPCL)	NIL
Mr. U. Venkata Ramana, Director (Technical) (upto 31.07.2018)	4(4)	NA	NA	NA	NA
Part-Time Non-Executive Director (IOCL Nominee)					
Mr. B.V. Rama Gopal (w.e.f 05.04.2018)	6(8)	YES	2 (IOCL- Executive RRPL- Non-Executive)	3 (NRC, RMC – CPCL) (RMC – IOCL)	1-BPC
Independent Directors					
Mr. Mrutunjay Sahoo	6(8)	YES	1 (Suryoday Small Finance Bank – Non-Executive)	2 (RMC & BPC – CPCL)	2 (AC & NRC – CPCL)
Dr. P.B.Lohiya	7(8)	YES	NIL	2 (AC & NRC – CPCL)	2 (SRC & CSR&SD – CPCL)
Mr. D. Duraiganesan (w.e.f 14.08.2018)	4(4)	YES	NIL	NIL	NIL
Part-Time Non-Executive Director (Government Nominee)					
Mrs. Perin Devi	7(8)	YES	1 (Balmer Lawrie Investments Ltd. [BLI])- Non-Executive	5 (AC, NRC, SRC, BPC & CSR&SD – CPCL)	BLI-4 (AC, NRC, SRC & CSR&SD)
Part-Time Non-Executive Director (NICO Nominee)					
Mr. M.B. Dakhili	3(8)	NO	1 (Madras Fertilizers Ltd. [MFL])- Non-Executive	1 (CSR&SD – CPCL) 1 (AC – MFL)	1 (SRC – MFL)
Mr. Babak Bagherpour (w.e.f 27.03.2019)	1(1)	NA	1 (MFL)-Non-Executive	1 (SRC – CPCL)	NIL
Mr. Farzad Bahrami (Upto 27.03.2019)	2(7)	YES	1 (MFL)- Non-Executive	NIL	NIL

Note: 1) IAL stands for Indian Additives Ltd

2) AROCHEM stands for National Aromatics and Petrochemicals Corporation Ltd



In addition to Audit Committee (AC) and Stakeholders Relationship Committee (SRC), memberships / chairmanships of Committees mentioned above also include Nomination & Remuneration Committee (NRC); Corporate Social Responsibility & Sustainable Development Committee (CSR&SD), Risk Management Committee, Planning and Projects Committee and Board Project Committee (BPC).

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee) across all the listed companies in which he/she is a Director. All the Directors have made requisite disclosures regarding Directorship / Committee position occupied by them in other companies.

A brief resume of the Directors, who are being appointed / re-appointed at the forthcoming AGM, is given in the notice of the AGM.

The details of directors of the company who are also on the Board of other listed companies are as under:

Sl. No	Name of Director	Directorship in Listed entity
1	Mr. Sanjiv Singh	Chairman, Indian Oil Corporation Ltd
2	Mr. B.V.Rama Gopal	Director (Refineries), Indian Oil Corporation Ltd
3	Mrs. Perin Devi	Government Director, Balmer Lawrie Investments Ltd
4	Mr. Babak Bagherpour	Director, Madras Fertilisers Ltd
5	Mr. Mohammad Bagher Dakhili	Director, Madras Fertilisers Ltd

g) CODE OF CONDUCT FOR BOARD MEMBERS AND OTHER SENIOR MANAGEMENT PERSONNEL

The Code of Conduct for Directors and Senior Management Personnel of the company has been laid down by the Board, which has been circulated to all the concerned and the same is also hosted in the website of the company www.cpcl.co.in. The Directors and Senior Management Personnel of the company have affirmed compliance with the provisions of the CPCL's code of conduct for the year ended 31.03.2019 and no material financial or commercial transactions which may have potential conflict with the interest of the Company were reported by them. This was also informed to the Board at the 330th Meeting held on 08.05.2019.

As required under Regulation 34 of SEBI (LODR) Regulations, 2015, the declaration in this regard is as under:

"This is to declare that all the Board Members and Senior Management Personnel of the Company have furnished the Annual Compliance Report affirming that they have fully complied with the provisions of the Code of Conduct for the Board Members and the Senior Management Personnel of the Company during the Financial Year ended 31.3.2019 and the same was informed to the Board at the 330th Meeting held on 08.05.2019".

S.N. PANDEY
MANAGING DIRECTOR

Place : Chennai

Date : 08.05.2019

h) SHAREHOLDINGS OF DIRECTORS:

Name of Director	Designation	Number of shares
Mr. G. Aravindan	Director (Operations)	200
Mr. R. Srikanthan	Director (Technical)	100
Mr. Mrutunjay Sahoo	Independent Director	1500

i) SUCCESSION PLANNING:

CPCL being a Government Company under the administrative control of the Ministry of Petroleum & Natural Gas (MoP&NG), the power to appoint Directors (including Independent Directors) vests with the Government of India. However, the Company has put in place an orderly succession plan for grooming of Senior Management Personnel.

3. AUDIT COMMITTEE:

a) THE COMPOSITION OF THE COMMITTEE AS ON 31.03.2019 IS AS UNDER:

1. Mr. Mrutunjay Sahoo – Chairman
2. Dr. P.B. Lohiya – Member
3. Mrs. Perin Devi – Member

The members of the Audit Committee have requisite financial and management expertise.

- b) The terms of reference of the Audit Committee cover all matters specified by the Companies Act, 2013 as well as Regulation 18(3) read with Part C of Schedule – II of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which inter-alia includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for fixation of audit fees of statutory auditors.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Board's Report in terms of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Modified opinion in draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing with the Management the adequacy of the internal control systems.
7. Evaluation of internal financial controls and risk management systems
8. Approval of related party transactions.
9. Reviewing the adequacy of internal audit function, if any, including annual plan for internal audit, the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
10. Discussion with internal auditors any significant findings and follow up thereon.
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
14. To review the functioning of the Whistle-Blower Mechanism, in case the same is existing.
15. Review of cost audit report.
16. Reviewing with the management, the observations or comments, if any, of Comptroller & Auditor General of India.
17. Any other functions that may be assigned by the Board to the Audit Committee from time to time.

c) The details of Audit Committee Meetings held during the Financial Year 2018-19 and the Members present are given below:

ATTENDANCE AT MEETINGS HELD OUT OF TOTAL NUMBER OF MEETINGS								
MEMBERS PRESENT	10.05.2018	27.06.2018	30.07.2018	24.08.2018	29.10.2018	28.01.2019	27.03.2019	Total
Mr. Mrutunjay Sahoo	YES	YES	YES	LOA	YES	YES	YES	6/7
Dr. P.B. Lohiya	YES	YES	LOA	YES	YES	YES	YES	6/7
Mrs. Perin Devi	YES	YES	YES	YES	YES	YES	LOA	6/7

Note: LOA denotes Leave of Absence.



The Audit Committee meetings are attended by Director (Finance), Permanent Invitee, Chief Manager (Internal Audit) as invitee. The representatives of the Statutory Auditors are invited to the Audit Committee meetings while considering the financial results and discussing the nature and scope of Annual Audit. The Cost Auditors are invited when the cost audit reports are considered by the Audit Committee.

The minutes of the meeting are circulated among the members of the Committee and among all the concerned for necessary action. The action taken report on the decisions of the Audit Committee are submitted to the Committee for information. Chairman of the Audit Committee was present in the last Annual General Meeting. Shri.P.Shankar, Company Secretary acts as the Secretary of the Audit Committee.

4. NOMINATION & REMUNERATION COMMITTEE:

a) CPCL being a Government Company, the appointment and terms and conditions of such appointment (including remuneration) is decided by the Government of India. However, the Board of Directors of the Company at the 262nd Meeting held on 27.07.2009 constituted a Remuneration Committee, in line with the DPE Guidelines dated 26.11.2008. The Independent Directors are not paid any remuneration except sitting fees for attending meetings of the Board or Committees thereof.

b) THE NOMINATION & REMUNERATION COMMITTEE AS ON 31.03.2019 COMPRISES OF THE FOLLOWING MEMBERS:

- Mr. Mrutunjay Sahoo – Chairman
- Dr. P.B. Lohiya – Member
- Mrs. Perin Devi – Member
- Mr. B.V. Rama Gopal – Member

Note: Mr. B.V.Rama Gopal was inducted as a member in place of Mr. S.M. Vaidya effective 05.04.2018.

c) THE TERMS OF REFERENCE OF THE COMMITTEE ARE AS UNDER:

1. Appointment and Recruitment including deputation / tenure basis – Supervisors-Grade-H(CGM).
2. To consider and approve promotions to Grade H (Chief General Manager) i.e. Senior Management Personnel in accordance with the laid down criteria.
3. Termination of Supervisory Employees-Grade-H.
4. To decide the Annual Bonus / Ex-gratia/ Production Incentives/Variable Pay Pool and policy for its distribution across the Executives and non-unionised supervisors, within the prescribed limits as per DPE Guidelines.

5. Such other activities mandated by the Board from time to time.

The Committee will consider and approve all the issues pertaining to the terms of reference based on the recommendations of the Internal Committee comprising of Functional Directors, Managing Director and one Part time Director from IOCL.

d) THE DETAILS OF NRC MEETINGS HELD DURING THE FINANCIAL YEAR 2018-19 ARE AS UNDER:

Name of the member	ATTENDANCE AT THE MEETINGS HELD OUT OF TOTAL NUMBER OF MEETINGS			Total
	05.04.2018	27.06.2018	29.10.2018	
Mr.Mrutunjay Sahoo	LOA	YES	YES	2/3
Dr.PB.Lohiya	YES	YES	YES	3/3
Mrs.Perin Devi	YES	YES	YES	3/3
Mr.B.V.Rama Gopal	YES	LOA	YES	2/3

Shri.P.Shankar, Company Secretary acts as the Secretary of the NRC.

e) DIRECTORS REMUNERATION:

The remuneration of the whole time Functional Directors include basic salary, allowances and perquisites as determined by the Government of India. Also, they are entitled to provident fund and superannuation contributions as per the rules of the Company.

The gross value of the fixed component of the remuneration, as explained above, paid to the whole time functional Directors, during the financial year 2018-19 is given below:

(₹ in Crore)

Name of the Director	Salaries & Allowances	Contribution to Provident Fund / Other Benefits		Total
		Superannuation Fund etc.		
Mr.S.N.Pandey	0.51	0.08		0.59
Mr.G.Aravindan	0.52	0.08		0.60
Mr.Rajeev Ailawadi (w.e.f 08.05.2018)	0.35	0.06		0.41
Mr.R.Srikanthan (w.e.f 13.08.2018)	0.37	0.09	0.02	0.48
Mr.U.Venkata Ramana (upto 31.07.2018)	0.17	0.03		0.20

Note:

- 1) During the year no stock option has been issued to Whole-time Directors

- 2) The terms of appointment of Whole-time Directors, as issued by the Government of India, provides for a 3 months notice period or salary in lieu thereof for severance of service.
- 3) The whole time functional Directors are appointed for a period of five years or upto the date of superannuation, whichever event occurs earlier.

f) THE CRITERIA FOR PAYMENT TO NON-EXECUTIVE DIRECTORS IS AS UNDER:

As per Article 90 A of the Articles of Association of the Company, the remuneration payable to the Directors of the Company, other than full-time Directors of the Company or Full-time employees of the Shareholders for attendance at Meetings of Board of Directors or any Committee thereof, shall be fixed by the Board of Directors of the Company from time to time.

The amount of sitting fees payable to the eligible Directors for attendance at the meetings of the Board and its Committees is ₹ 40,000/- and ₹ 30,000/- respectively.

g) THE DETAILS OF THE SITTING FEES PAID TO NON-EXECUTIVE INDEPENDENT DIRECTORS DURING 2018-19 ARE GIVEN BELOW:

- Mr.Mrutunjay Sahoo – ₹ 6,00,000/- (Rupees Six Lacs only)
- Dr.P.B.Lohiya – ₹ 6,40,000/- (Rupees Six Lacs Forty Thousand only)
- Mr.D.Duraiganesan – ₹ 1,90,000/- (Rupees One Lakh Ninety Thousand only)

There were no other materially significant pecuniary relationships or transactions of the Independent Directors vis-à-vis the Company.

h) EVALUATION OF PERFORMANCE OF DIRECTORS:

The performance evaluation of the Directors (including Independent Directors) has not been carried out by the Nomination & Remuneration Committee, as CPCL being a Government Company, the powers relating to appointment, evaluation and the terms of Independent Directors vests with the Govt. of India. The same is also exempted to Govt. Companies under the provisions of the Companies Act, 2013.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC):

a) THE COMPOSITION OF THE COMMITTEE AS ON 31.03.2019 IS AS UNDER:

- Dr. P.B. Lohiya – Chairman

- Mrs. Perin Devi – Member
- Mr. Rajeev Ailawadi, Member
- Mr. R.Srikanthan – Member
- Mr. Babak Bagherpour – Member

Note:

- Mr. U. Venkata Ramana was a member till 31.07.2018; Mr.R.Srikanthan, Director (Technical) has been inducted as a member effective 13.08.2018.
- Mr. Farzad Bahrami was a member till 27.03.2019; Mr.Babak Bagherpour has been inducted as a member effective 27.03.2019.

The SRC specifically looks into the redressal of Shareholders and Investors' complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of Dividends, etc.

b) THE DETAILS OF STAKEHOLDERS RELATIONSHIP COMMITTEE MEETINGS HELD DURING THE FINANCIAL YEAR 2018-19 AND MEMBERS PRESENT ARE GIVEN BELOW:

Members Present	Attendance at the meetings held out of total number of meetings		Total
	30.07.2018	27.03.2019	
Dr.P.B.Lohiya	LOA	YES	1/2
Mrs.Perin Devi	YES	LOA	1/2
Mr.Rajeev Ailawadi	YES	YES	2/2
Mr.R.Srikanthan	NA	YES	1/1
Mr.U.Venkata Ramana	YES	NA	1/1
Mr.Babak Bagherpour (w.e.f 27.03.2019)	NA	YES	1/1
Mr.Farzad Bahrami (Upto 27.03.2019)	LOA	NA	0/1

LOA denotes Leave of Absence.

Mr.P.Shankar, Company Secretary is the Compliance Officer.

c) DETAILS OF QUERIES, REQUESTS AND COMPLAINTS RECEIVED AND REDRESSED DURING THE YEAR 2018-19:

During the year 988 queries, requests and complaints were received and all have been resolved. As on 31.03.2019, no complaints were pending.



The Company has created a designated email-id sld@cpcl.co.in exclusively for investor servicing and for responding to their queries.

6. COMMITTEE ON CORPORATE SOCIAL RESPONSIBILITY & SUSTAINABLE DEVELOPMENT:

a) The Composition of Committee on CSR & SD as on 31.03.2019 is as follows:

- Dr.P.B.Lohiya – Chairman
- Mrs.Perin Devi – Member
- Mr.G.Aravindan – Member
- Mr.Rajeev Ailawadi – Member
- Mr.R.Srikanthan - Member
- Mr.M.B.Dakhili – Member

Note: Mr.U.Venkata Ramana was a member till 31.07.2018. Mr.R.Srikanthan was inducted as member of the CSR & SD Committee w.e.f 13.08.2018.

b) THE TERMS OF REFERENCE OF THE COMMITTEE IS AS UNDER:

- To offer guidance / suggestions for improvement in CSR activities.
- To monitor the progress of the CSR Activities on a quarterly basis.
- To develop the sustainable development policy for the organization.
- To provide guidance to the Management in identification of sustainable development projects.
- To ensure preparation of implementation plans for the identified SD projects.
- To approve the Sustainable Development budget for each accounting year.
- To provide guidance in implementation of SD policy and SD projects.
- To monitor and review implementation of SD projects and budget expenditure.

c) THE DETAILS OF CSR & SD COMMITTEE MEETINGS HELD DURING THE FINANCIAL YEAR 2018-19 ALONG WITH THE MEMBERS PRESENT ARE GIVEN BELOW:

Members Present	ATTENDANCE AT THE MEETINGS HELD OUT OF TOTAL NUMBER OF MEETINGS		Total
	10.05.2018	30.07.2018	
Dr.P.B.Lohiya	YES	LOA	1/2
Mrs.Perin Devi	YES	YES	2/2
Mr.G.Aravindan	YES	YES	2/2
Mr.Rajeev Ailawadi (w.e.f 08.05.2018)	YES	YES	2/2
Mr.R.Srikanthan (w.e.f 13.08.2018)	NA	NA	NA
Mr.M.B.Dakhili	LOA	YES	1/2
Mr.U.Venkata Ramana (Upto 31.07.2018)	YES	YES	2/2

LOA denotes Leave of Absence.

The CSR Policy is hosted on the website of the company on the link <https://www.cpcl.co.in/policies>. The CSR Report, as required under the Companies Act, 2013 for the year ended 31.03.2019 is annexed to the Board's Report.

7. RISK MANAGEMENT COMMITTEE (RMC):

a) As per Regulation 21 (1) & (5) of SEBI (LODR) (Amendment) Regulations, 2015, the Board of Directors of every top 500 listed companies based on market capitalization shall constitute a Risk Management Committee with effect from 01.04.2019. Accordingly, the Board of Directors of your company, at the 329th Board Meeting held on 27.03.2019 constituted a Risk Management Committee.

b) THE COMPOSITION OF THE RISK MANAGEMENT COMMITTEE COMPRISES OF THE FOLLOWING MEMBERS:

- Managing Director – Chairman
- Director (Operations) – Member

- Director (Finance) – Member
- Director (Technical) – Member
- Mr.Mrutunjay Sahoo – Member
- Mr.B.V.Rama Gopal – Member

c) The terms of reference of the Committee are as under:

- to review the action taken report of the internal committee on the risk management process involving risk assessment and minimisation procedures on various internal risks like, financial risks, infrastructure requirement, raw water, reliability of equipment, human resources, legal and litigation risks, risks at Cauvery Basin Refinery and external risks like crude oil sourcing risks, pricing of products, emergence of natural gas, market dynamics, environmental risks, safety and security risks.
- to carry out such other functions including cyber security as may be delegated by the Board.

8. OTHER COMMITTEES OF THE BOARD:

Sl. No.	Name of the Committee	Role and Responsibilities	Members	Meetings
1	Board Project Committee	1. To approve Capital investment upto ₹ 100 crore and pre-feasibility expenses upto ₹ 20 crore. 2. To recommend investment approval beyond ₹ 100 crore to the Board of CPCL for consideration.	1. Mr. B.V. Rama Gopal – Chairman (w.e.f 05.04.2018) 2. Mr. Mrutunjay Sahoo – Member 3. Mrs. Perin Devi – Member 4. Director (Finance) – Member 5. Director (Technical) or Director (Operations), depending upon the proposal considered	3 (29.10.2018, 28.01.2019 & 27.03.2019)
2	Planning and Projects Committee	1. To approve capital investment exceeding ₹ 10 crore and upto ₹ 50 crore. 2. To approve pre-feasibility expense exceeding ₹ 5 crore and upto ₹ 10 crore	1. Managing Director 2. Director (Operations) 3. Director (Technical) 4. Director (Finance)	26

Shri.P.Shankar, Company Secretary is the Secretary to all the Board Committees.

The composition of various committees of Board of Directors is also hosted on the website of the Company www.cpcl.co.in.

There have been no instances where any recommendation made by any Board Committee has not been accepted by the Board of CPCL during the year 2018-19.

9. GENERAL MEETING:

The Annual General Meetings of the company are held in Chennai where the registered office of the company is situated. The details of the AGMs held during the last 3 years are as under:

AGM Date	Location	Time	Special Resolutions passed
07.09.2016	The Music Academy, 168, TTK Road, Royapettah, Chennai 600 014	03.00 pm	Nil
24.08.2017	Kamaraj Arangam, 498, Anna Salai, Chennai 600 006	03.00 pm	Nil
24.08.2018	Kamaraj Arangam, 498, Anna Salai, Chennai 600 006	03.00 pm	2

No Extraordinary General Meeting of the Members was held during the year 2018-19.



10. POSTAL BALLOT DETAILS:

No approval of shareholders was sought by means of Postal Ballot during 2018-19.

There is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting requires passing the resolution through Postal Ballot.

11. DISCLOSURES:

The following are the disclosures as required under Regulation 34, 53 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, DPE Guidelines on Corporate Governance and Voluntary Guidelines on Corporate Governance issued by the Ministry of Corporate Affairs.

a) SEPARATE MEETING OF INDEPENDENT DIRECTORS:

One Separate Meeting of the Independent Directors as required under Regulation 25(3) of SEBI (LODR) Regulations, 2015 was held on 29.10.2018.

b) MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

The Board of Directors of the Company approved a policy on "Materiality of Related Party Transactions and dealing with Related Party Transactions" (policy on RPT). The same has been hosted on the website of the company and can be accessed at the following link <https://www.cpcl.co.in/policies>.

As per the policy on RPT, all related party transactions are approved by the Audit Committee. The Company has not entered into any material significant related party transactions during the year.

c) MATERIAL SUBSIDIARIES:

CPCL has no subsidiaries

d) DETAILS OF NON-COMPLIANCE DURING LAST THREE YEARS:

NSE and BSE have imposed penalties for non-appointment of Independent Directors during the year.

CPCL has represented to the Stock Exchanges that the default is not an account of CPCL and requested for waiver of penalties.

e) VIGIL MECHANISM AND WHISTLE-BLOWER POLICY:

The Board of Directors of the Company at the 260th Meeting held on 24.03.2009, accorded approval for the implementation of the Whistle Blower

Policy in the Company. The Whistle Blower Policy was further amended by the Board at the meeting held on 08.05.2019 to enable employees to report instances of leakage of Unpublished Price Sensitive Information(UPSI). A copy of the Whistle Blower Policy is displayed in the Intra-net and website of the Company.

The Policy provides for the employees to report any improper activity resulting in violation of rules, laws, regulations or code of conduct by any of the employees to the competent authority or the Chairman of the Audit Committee. No personnel have been denied access to the Audit Committee.

During the year, no complaint has been received under the Whistle-Blower Policy.

f) DISCLOSURES IN RELATION TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Disclosure regarding compliance with Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 along with status of complaints received and disposed off during the year is as under:

Number of complaints filed during the Financial Year 2018-19	Nil
Number of Complaints disposed off during the Financial Year 2018-19	Nil
Number of Complaints pending as at end of the financial year	Nil

FEES PAID TO STATUTORY AUDITORS:

The statutory auditors of the company were paid a total fee of ₹ 0.43 crore for all the services rendered by them to the Company, as detailed below.

(₹ in Crore)	
Payment to Statutory Auditors	FY 2018-19
Audit Fees	0.23
Limited Review Certification	0.11
Tax Audit Fees	0.06
Other Services	0.03
TOTAL	0.43

g) COMPLIANCE WITH MANDATORY REQUIREMENTS OF CORPORATE GOVERNANCE (SEBI):

- i) CPCL has complied with all the mandatory requirement of the guidelines on Corporate Governance issued by SEBI except the requirement relating to minimum number of Independent Directors which is less than half of the total strength of the Board. The Company has taken up the issue with the appointing authority, viz., Government of India. The appointment of additional Independent Directors is under the consideration of Government of India.

The Company has submitted the quarterly compliance report on corporate governance in the prescribed format to the stock exchange(s) within fifteen days from close of the quarter. The same is also hosted on the website of the company www.cpcl.co.in.

ii) Compliance of Applicable Laws:

As per Regulation 17 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board shall periodically review compliance reports of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliances.

Accordingly, a system had been developed and institutionalized to ensure compliance with all laws applicable to the Company.

The Board reviewed the Compliance Report of all laws applicable to the Company for the period 01.10.2017 to 30.09.2018 at the 327th Board Meeting held on 29.10.2018. The compliance report for the period 01.10.2018 to 30.09.2019 will be placed before the Board at the meeting scheduled in October / November 2019.

iii) Risk Assessment and Minimisation Procedures:

The Company has developed a system and laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures shall be periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

To ensure alignment of Risk Management system with the Corporate and operational objective and to improve upon the existing procedure, the

Executive Committee at its 246th Meeting held on 26.04.2011 constituted a Committee comprising of officials from various functional areas to identify the risks in the present context, prioritise them and formulate proper action plan for implementation. The Committee has formulated the Risk Management Policy with effect from 2012-13.

The Action Taken Report on the Risk Management Policy for the year 2018-19 was reviewed by the Audit Committee and Board at the meeting held on 07.05.2019 and 08.05.2019 respectively.

The Board of Directors at the meeting held on 27.03.2019 constituted the Risk Management Committee as per the amended SEBI (LODR) Regulations, 2015.

iv) Code of Conduct for prevention of Insider Trading in dealing with the Securities of CPCL

CPCL has formulated the Code for prevention of Insider Trading in the securities of CPCL (Insider Trading Code) in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018 and the same was approved by the Board at its meeting held on 08.05.2019.

v) Compliance Certificate

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and DPE Guidelines on Corporate Governance requires every listed Company to obtain a certificate from either the auditors of the Company or a Practicing Company Secretary regarding compliance of conditions of Corporate Governance and annex the certificate with the Directors' Report, which is sent annually to all the shareholders. The Company has obtained a certificate to this effect from the Auditors of the Company as required under the SEBI Regulations and DPE Guidelines and the Certificates are given as annexures to the Directors' Report.

ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF SEBI (LODR) REGULATIONS, 2015

The following non-mandatory requirements under Part E of Schedule II of the Listing Regulations to the extent they have been adopted are mentioned below:

In CPCL, the post of Non-Executive Chairman and Managing Director are held by separate persons.

The Company's financial statements for the year ended 31st March 2019 do not contain any modified audit opinion.



h) CEO / CFO CERTIFICATION:

The required certification from the Managing Director and Director (Finance) being the CEO and CFO respectively was obtained and placed before the 96th Audit Committee Meeting and 330th Board meeting held on 07.05.2019 and 08.05.2019 respectively.

i) INTEGRITY PACT:

CPCL signed a Memorandum of Understanding (MOU) with Transparency International India (TII) in 2008 for implementing an integrity pact program focused on enhancing transparency, probity, equity and competitiveness in its procurement process. 138 major contracts were covered under the Integrity Pact during 2018-19 and the threshold limit for entering into integrity pact was ₹ 1.0 crore.

j) RELATIONSHIP BETWEEN DIRECTORS:

None of the Directors on the Board of CPCL are inter-related to other directors of the company.

The letters issued to Non-Executive Directors on their appointment are displayed on the website of the Company.

k) DETAILS OF FAMILIARIZATION PROGRAMS IMPARTED TO INDEPENDENT DIRECTORS:

Training to Directors in the area of Corporate Governance is always given utmost importance by Management.

Dr. P.B. Lohiya and Mr. D. Duraiganesan, Independent Directors attended the Orientation Programme organized by Department of Public Enterprises for Independent Directors of CPSEs on 27th and 28th May, 2019 in Shillong.

The Board members are provided with necessary documents / brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company, global business environment, business strategy and risks involved. Site visits to various plant locations are organised for the Independent Directors to enable them to understand and acquaint with the operations of the Company. The details of familiarization programs imparted to independent directors are hosted on the website of the company and can be accessed at <https://www.cpcl.co.in/CorporateGovernance>.

l) DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT:

No shares of CPCL were lying in the Demat suspense account or unclaimed suspense account as on 31.03.2019.

m) GUIDELINES ON CORPORATE GOVERNANCE BY DPE:

CPCL is complying with all the requirements of the DPE Guidelines on Corporate Governance except the requirements relating to minimum number of Independent Directors. CPCL being a Government Company is pursuing with the Government of India for induction of requisite number of independent directors.

The Company has been meticulously following the presidential directives and other guidelines issued by the Ministry of Petroleum and Natural Gas and the Department of Public Enterprises from time to time regarding reservation in services for SC / ST / OBC and Physically Challenged.

The Company has not incurred any expenditure not for the purpose of business during the year 2018-19.

The Company has not incurred any expenses which are personal in nature for the Board of Directors and key management personnel.

The administrative and office expenses as a percentage of total expenses is 0.27 % as compared to the previous year figure of 0.28%.

In the preparation of financial statement for the year 2018-19, the Company has not adopted an accounting treatment which is different from that prescribed in the Accounting Standard, in respect of any transaction.

12. MEANS OF COMMUNICATION:

a) Financial Results:

The Board of Directors of the Company approves the Financial Results within the limits prescribed under SEBI (LODR) Regulations, 2015 and announces the results to Stock Exchanges where the equity shares are listed. The same are also published, within 48 hours in the newspapers viz., The Hindu, and Makkal Kural (Tamil).

The Quarterly Results, Half yearly Results, Annual Results and Shareholding pattern are placed on the Company's website at www.cpcl.co.in. Press releases are given on important occasions. They are also placed on Company's website.

b) Official press releases are displayed on the company's website at www.cpcl.co.in.

c) Website:

The Company's website, www.cpcl.co.in provides separate section for Investors where relevant Shareholders information is available.

d) NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre ("Listing Centre"):

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

e) Annual Report:

The Annual Report of the Company and all intimation to the stock exchanges are displayed in the website in

line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

f) Chairman's Speech at AGM:

Chairman's Speech at AGM is also distributed to the shareholders who attend the Annual General Meeting of the Company and the same is also displayed in the website of the Company.

g) Investors' cell:

Investors' cell exists in the registered office of the company to address the grievances and queries of the shareholders. To facilitate the investors to raise the queries / grievances through the electronic mode, CPCL has created a separate email id sld@cpcl.co.in. M/s.Karvy Fintech Private Limited, the Share Transfer Agent of the Company has offices across the country, wherefrom the queries / grievances of the investors are also addressed.

h) Green initiative – reaching important communication to shareholders through email:

The provisions of The Companies Act, 2013 and Rules made thereunder permits paperless communication by allowing service of all documents in electronic mode. Accordingly, CPCL would send the copy of the Annual Report for the year 2018-19 along with the notice convening the Annual General Meeting through email to those shareholders who have registered their email id with the DP's / R&T agents and have not opted for physical copy of the Annual report.

13. GENERAL SHAREHOLDER INFORMATION:

a)	53 rd Annual General Meeting:	
b)	Date & Time	: 21 st August 2019; 03.00 pm
c)	Venue	: Kamaraj Arangam, 498, Anna Salai, Chennai – 600 006
d)	Financial Year & Calendar for Results	: April – March Quarter ending 30 th June – on or before 14 th August Quarter ending 30 th September – on or before 14 th November Quarter ending 31 st December – on or before 14 th February Quarter ending 31 st March – on or before 30 th May
e)	Book Closure Date	: 14.08.2019 to 21.08.2019 (Both days inclusive)
f)	Dividend despatch date	: The Board has not recommended any dividend for the year 2018-19, in view of the losses.
g)	Listing on Stock Exchanges	: The Shares of the Company are listed on the Stock Exchanges at Mumbai and National Stock Exchange of India Limited. The listing fee for the year 2019-20 has been paid.
h)	Stock Code	: BSE – 500110
i)	Trading Symbol in NSE	: CHENNPETRO
j)	ISIN No. for dematerialized shares	: INE 178A 01016
k)	Corporate Identity No.	: The Company is registered with the Registrar of Companies (RoC) in the State of Tamilnadu, India. The CIN allotted to the Company by the Ministry of Corporate Affairs (MCA) is L40101TN1965GOI005389.
l)	Closure of Trading Window	: The Trading Window for dealing in securities of CPCL shall remain closed for "Insiders" of CPCL from the end of each quarter till 48 hours after the financial results for the quarter are filed with stock exchange and become generally available.



m) MARKET PRICE DATA – HIGH, LOW AND CLOSE DURING EACH MONTH IN THE LAST FINANCIAL YEAR:

Month	NSE (in Rupees)			Volume	BSE (in Rupees)			Volume
	High	Low	Close		High	Low	Close	
Apr-18	359.40	315.20	321.05	10330834	259.40	315.65	320.80	7,50,342
May-18	323.70	262.45	283.40	17366993	326.00	261.80	283.70	12,79,192
Jun-18	318.80	280.85	304.05	13608405	319.65	280.75	302.50	7,34,495
Jul-18	323.50	266.55	315.05	18054283	322.25	266.00	313.95	11,31,885
Aug-18	344.95	300.20	314.65	20327724	344.80	281.00	313.70	12,96,586
Sep-18	316.40	256.35	278.40	9803147	315.85	257.85	279.50	7,83,186
Oct-18	301.00	220.65	256.10	15076004	300.85	221.20	255.10	13,56,898
Nov-18	285.65	254.25	274.30	9355480	285.60	254.10	272.70	7,61,140
Dec-18	298.65	252.25	296.50	12380988	299.00	252.00	297.35	9,24,411
Jan-19	299.40	229.60	242.15	10719998	299.00	229.00	241.60	7,99,788
Feb-19	245.00	196.80	228.25	14202706	245.00	197.70	227.50	8,99,384
Mar-19	275.45	230.10	273.30	9498160	275.00	230.00	272.75	7,33,953

n) Performance of CPCL's Shares in comparison to BSE and NSE Index:

Month	NSE		BSE	
	CPCL Close (in Rupees)	Index (CNX NIFTY)	CPCL Close (in Rupees)	Index (S&P BSE SENSEX)
Apr-18	321.05	10739.35	320.80	35160.36
May-18	283.40	10736.15	283.70	35322.38
Jun-18	304.05	10714.30	302.50	35423.48
Jul-18	315.05	11356.50	313.95	37606.58
Aug-18	314.65	11680.50	313.70	38645.07
Sep-18	278.40	10930.45	279.50	36227.14
Oct-18	256.10	10386.60	255.10	34442.05
Nov-18	274.30	10876.75	272.70	36194.30
Dec-18	296.50	10862.55	297.35	36068.33
Jan-19	242.15	10830.95	241.60	36256.69
Feb-19	228.25	10792.50	227.50	35867.44
Mar-19	273.30	11623.90	272.75	38672.91

During 2018-19, the share price of the Company opened at ₹ 326.00 on 01.04.18 and closed at ₹ 272.75 on 31.03.19 on the BSE thereby decreasing by 16.33%. During the same period, the BSE SENSEX opened at 33031 and closed at 38673 and thereby increasing by 17.08%. The NSE NIFTY opened at 10152 and closed at 11624 thereby increasing by 14.50%.

o) DEBT SECURITIES:

The debt securities viz., Secured Redeemable Non-Convertible Bonds in the nature of Debentures (Series-II) to the extent of ₹ 1000 crore issued in January 2014 were redeemed on 10.01.2019 upon maturity. The form for Satisfaction of Charge (CHG-4) has been filed with the Registrar of Companies on 13.03.2019.

p) REGISTRARS AND SHARE TRANSFER AGENTS:

Karvy Computershare Pvt. Ltd. (KCPL) was the Registrar & Transfer Agents (RTA) of the Company. During the year, pursuant to a scheme of arrangement and amalgamation, approved by the Hyderabad Bench of the National Company Law Tribunal vide order dated 23rd October 2018, the operations of KCPL have been transferred to Karvy Fintech Pvt. Ltd. (KFPL). In terms of the approved scheme, the RTA business of KCPL, including all the licenses, got transferred to KFPL on the same terms and conditions as those available to KCPL w.e.f. 17th November, 2018. The change in name of the RTA has been intimated to the Stock Exchanges and also updated on the website of the Company. The address for correspondence with the RTA is as given below:

(1) Hyderabad Office:

Karvy Fintech Pvt. Limited,
Karvy Selenium Tower B,
Plot 31-32, Gachibowli Financial District,
Nanakramguda, Hyderabad - 500 032
Phone : 040-44655000/44655152
Fax No: 040-44655024
E-mail : mohsin.mohd@karvy.com, einward.ris@karvy.com
Website: www.karvyfintech.com

(2) Chennai Office:

Karvy Fintech Private Limited
Unit: Chennai Petroleum Corporation Limited
Akshaya Plaza, 1st Floor, Flat No. F-11
New No.108, Adhithanar Salai,
(Opp: Chief City Metropolitan Court)
Egmore, Chennai 600008
Phone: 044-28587781
Fax : 044-42028514
Email id: chennaiirc@karvy.com

q) SHARE TRANSFER SYSTEM:

SEBI vide circular dated 5th December 2018 has directed that no transfer of shares in physical form would be allowed w.e.f. 1st April 2019. Accordingly, no transfer of shares in physical form would be processed w.e.f. 1st April 2019. However, all requests for transfer of shares in physical form received upto 31st March 2019 have been transferred within the stipulated period from the date of lodgement subject to documents being valid and complete in all respects. There were no overdue share transfers pending as on 31st March 2019.

To expedite the share transfer process, the Board of Directors has constituted a Share Transfer Committee (STC). Presently the STC comprises of Mr.P.Shankar, Company Secretary and Mr.A.S.Sriram, Assistant Manager (Secretarial) to approve share transfers, transmission of shares, dematerialisation requests and rematerialisation requests etc.

The number of transfers approved and shares transferred from 01.04.2018 to 31.03.2019 are given below:

Sl.No.	Particulars	No. of Cases	Number of Shares Involved
1	Number of transfer deeds received	320	34693
2	Transfer deeds processed	121	11917
3	Defective transfer deeds sent to the proposed transferee for rectification of defects	199	22776

The number of meetings held for approving the Share Transfers from 01.04.2018 to 31.03.2019 is 26.



The number of demat requests approved and shares dematted from 01.04.2018 to 31.03.2019 in National Securities Depository Ltd. (NSDL) are given below:-

Sl.No.	Particulars	Number of Demat Request Form (DRF)	Shares
1	Number of demat requests received	659	81300
2	Number of demat requests processed	534	63450
3	Number of demat requests rejected	125	17850

The number of demat requests approved and shares dematted from 01.04.2018 to 31.03.2019 in Central Depository Services (India) Ltd. (CDSL) are given below:

Sl.No.	Particulars	Number of DRF	Number of Shares Involved
1	Number of demat requests received	453	51630
2	Number of demat requests processed	356	39115
3	Number of demat requests rejected	97	12515

r) DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2019:

Shareholding of Nominal Value (₹)	Shareholders		Share Amount	
	Number	% of Total	Amount (in ₹)	% to Total
1-5000	65,544	94.79	60210800	4.04
5001- 10000	1,838	2.66	14467530	0.97
10001- 20000	871	1.26	12914450	0.87
20001- 30000	283	0.41	7208610	0.48
30001- 40000	137	0.20	4869020	0.33
40001- 50000	98	0.14	4595750	0.31
50001- 100000	173	0.25	12694920	0.85
100001& Above	201	0.29	1372152920	92.15
Total	71,716	100.00	148,91,14,000	100

s) **SHAREHOLDING PATTERN AS ON 31.03.2019:**

DESCRIPTION	No. of SHARES		TOTAL	% TO SHARES	No. of SHAREHOLDERS		TOTAL
	PHYSICAL	ELECTRONIC			PHYSICAL	ELECTRONIC	
Indian Oil Corporation Limited	-	77265200	77265200	51.89	-	1	1
Naftiran Inter-trade Co. Ltd.	-	22932900	22932900	15.40	-	1	1
Public (including Employees)	797002	11793883	12590885	8.46	7345	58405	65750
Non-Banking Financing Companies	-	7418	7418	-	-	10	10
Bodies Corporate	13400	1356579	1369979	0.92	42	638	680
Banks, FIs and Insurance Companies	100	7700861	7700961	5.17	1	16	17
Mutual Funds	4600	12476682	12481282	8.38	5	14	19
Investor Education Protection Fund	-	400263	400263	0.27	-	1	1
Non-Resident Indians/OCBs/Foreign Portfolio-Corp/Non-Resident Indians (Non Repatriable)/Foreign Nationals/Foreign Institutional Investors	441500	13721012	14162512	9.51	3167	2070	5237
Total	1256602	147654798	148911400	100.00	10560	61156	71716

t) **TOP TEN SHAREHOLDERS AS ON 31.03.2019 (OTHER THAN PROMOTERS):**

SI.No.	NAME	TOTAL SHARES	% TO EQUITY
1	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE PURE VALUE FUND	75,44,646	5.07
2	LIFE INSURANCE CORPORATION OF INDIA	48,52,842	3.26
3	SBI MAGNUM MULTICAP FUND	28,29,000	1.90
4	THE NEW INDIA ASSURANCE COMPANY LIMITED	17,20,232	1.15
5	ICICI PRUDENTIAL MULTI-ASSET FUND	14,73,936	0.99
6	LSV EMERGING MARKETS EQUITY FUND LP	14,51,200	0.97
7	ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND LLC	9,73,162	0.65
8	AUSTRALIAN SUPER	8,03,500	0.54
9	GENERAL INSURANCE CORPORATION OF INDIA	8,00,000	0.53
10	IDFC TAX ADVANTAGE (ELSS) FUND	5,84,500	0.39



u) DEMATERIALISATION OF SHARES AND LIQUIDITY

The shares of the Company are traded in dematerialised form. In order to facilitate the shareholders to dematerialise the shares, the Company has entered into an agreement with NSDL and CDSL. The summarised position of shareholders in Physical and Demat segment as on 31.03.19 is as under:

Type of Shareholding	Shareholders (Folios)		Shareholding	
	No.	%	No.	%
Physical	10560	14.72	1256602	0.84
Demat	61156	85.28	147654798	99.16
TOTAL	71716	100	148911400	100.00

v) DUE DATE OF TRANSFER OF UNCLAIMED DIVIDEND:

The due date of transfer of unclaimed dividend to the Investor Education and Protection Fund are as under:

Year	Date of Declaration	Due Date of Transfer
2011-2012	11.09.2012	10.10.2019
2012-2013		
2013-2014	No Dividend	
2014-2015		
2015-2016	07.09.2016	06.10.2023
2016-2017	24.08.2017	23.09.2024
2017-2018	24.08.2018	23.09.2025

The shareholders, who have not yet encashed their dividend for the aforesaid years, may write to the Company or its R&T Agent in this regard to claim such unpaid dividend.

The details of dividend which remains unpaid / unclaimed as on 31.03.19 are given below:

Year	Amount (₹)
2011-12	19,23,714.00
2012-13 to 2014-15	No dividend declared
2015-16	52,05,572.04
2016-17	1,87,24,378.10
2017-18	1,34,34,333.10
Total	3,92,87,997.24

The IEPF rules notified by the Ministry of Corporate Affairs further provides that details of all unclaimed / unpaid dividend as on the AGM date shall be filed with the MCA and also hosted on the website of the company within 90 days from the date of the AGM. Accordingly, the company has filed the information as on the last AGM date i.e. 24.08.2018 in the prescribed form with the IEPF and also hosted it on company's website www.cpcl.co.in.

w) TRANSFER OF UNCLAIMED SHARES TO IEPF:

Section 124(6) of the Companies Act, 2013 read with rules made there under 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.

Ministry of Corporate Affairs (MCA), Government of India, had notified the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2015 in September 2016 and further amended by Notification dated

26.10.2017 providing for the transfer of the Equity Shares to IEPF in respect of which dividend has remained unclaimed for seven consecutive years or more, on or before 30.11.2017.

In line with the IEPF Rules, the Company sends reminder letter to all such shareholders, whose dividend has remained unpaid / unclaimed for a consecutive period of 7 years with a request to claim the dividends, failing which the shares would be transferred to the IEPF Authority on the due date.

Accordingly, all such shares in respect of which dividend had remained unclaimed for the year 2010-11 to 2017-18 were transferred to the demat account of the IEPF authority on 16.11.18. The details of such shares are hosted on the website of the company www.cpcl.co.in

The summary of shares lying in the demat account of IEPF authority is given below:

Particulars	No. of Shares
Shares in the demat account of IEPF Authority as on 01.04.18	3,03,281
Add: Shares transferred to demat account of IEPF authority on 16.11.18	96,982
Less: Shares claimed by investors from IEPF authority	---
Shares in the demat account of IEPF Authority as on 31.03.19	400263

The procedure for claiming the unpaid dividend amount and shares transferred to the IEPF Authority is provided under the link <https://www.cpcl.co.in/IEPF>

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 there from.

x) CREDIT RATING:

Credit rating assigned to Chennai Petroleum Corporation Ltd. for various Debt Instruments by Rating Agencies is given below:

Instrument	Rating Agency	Rating	Outlook
Short term borrowings / PCFC (including BG)	CRISIL	AAA	Stable
Commercial Papers	ICRA & CRISIL	A1+	
Long Term – INR ₹ 500 Cr	CARE	AAA	Stable
Long Term – FC USD 50 Mn	CARE	AAA	Stable

y) No funds have been raised though preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) during 2018-19.

z) OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

The Company has not issued GDR / ADR / Convertible instruments.

aa) EMPLOYEE STOCK OPTIONS:

No Employee Stock Options was given during the Financial Year 2018-2019.

bb) COMMODITY PRICE RISKS / FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

The Company has not entered into any commodity hedging transactions during the year 2018-19.

cc) PLANT LOCATIONS:

Manali Refinery, Manali, Chennai-600 068. [Phone No.044-25944000]

Cauvery Basin Refinery, Panangudi Village, Nagapattinam District, Tamilnadu, Pin: 611 002. [Phone No.04365-256402]

dd) ADDRESS FOR CORRESPONDENCE:

Chennai Petroleum Corporation Limited,

No.536, Anna Salai, Teynampet,

Chennai – 600 018

Phone: 044-24349833

Email: sld@cpcl.co.in

ee) Company's Website Address: www.cpcl.co.in