

Annual Report 2008-09

Powered by eco-friendly initiatives...



Chennai Petroleum Corporation Limited
(A group company of IndianOil)

चेन्नै पेट्रोलियम कॉर्पोरेशन लिमिटेड
(इंडियन ऑयल की ग्रुप कम्पनी)



The essence of CPCL's Corporate Governance lies in promoting and maintaining transparency, integrity and accountability in the higher echelons of Management.

CPCL continues its endeavours in adopting well established Corporate Governance practices and in recognition of this fact, CPCL continues to be one of the top 25 Companies, adopting good Corporate Governance since 2006 by Institute of Company Secretaries of India. CPCL was also conferred recently the Mother Teresa Award for Corporate Citizen 2008 by LIBA, Chennai.



पर्यावरण मैत्रिपूर्ण शक्तियुक्त पहल Powered by eco-friendly initiatives

वार्षिक प्रतिवेदन 2008 - 2009
ANNUAL REPORT 2008 - 2009

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REGISTERED OFFICE

No.536, Anna Salai, Teynampet,
Chennai - 600 018.

REFINERIES

Manali Refinery
Manali, Chennai - 600 068.

Cauvery Basin Refinery

Panangudi Village
Nagapattinam District, Tamil Nadu.

Visit CPCL at www.cpcl.co.in

PRINCIPAL BANKER

State Bank of India

Corporate Accounts Group Branch
Greams Road,
Chennai - 600 006.

AUDITORS

M/s.M.Thomas & Co.

Chartered Accountants,
Flat No.G 11, Marina Square,
No.27, Santhome High Road,
Mylapore, Chennai - 600 004.

M/s.Sreedhar, Suresh & Rajagopalan

Chartered Accountants,
3B Green Haven, 26, III Main Road,
Gandhi Nagar, Adyar,
Chennai - 600 020.

COST AUDITORS

M/s.J.V. Associates

Cost Accountants,
Q-2 & 4, Lotus Colony,
Nandanam, Chennai - 600 035.

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Karvy Computershare Private Limited

Plot No. 17 to 24, Vithalrao Nagar, Madhapur,
Hyderabad - 500 081

G-1, Swathy Court, 22, Vijayaraghava Road,
T.Nagar, Chennai - 600 017

33/1, Venkataraman Street,
T. Nagar, Chennai - 600 017



Chennai Petroleum Corporation Limited

Vision

*Chennai Petroleum Corporation will be
a world class Energy company,
well respected and consistently profitable,
with a dominant presence in South India.*

Mission

- To maximize profit through*
- *the manufacturing and supply of petroleum products and*
 - *other related businesses*
- in a reliable, ethical and socially responsible manner*



Corporate Information

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Board of Directors

Mr. S. Behuria

Chairman

Mr. K.K. Acharya

Managing Director

Mr. N.C. Sridharan

Director (Finance)

Mr.S. Chandrasekaran

Director (Technical)

Mr. K. Balachandran

Director (Operations)

Mr. V.C.Agrawal

Director (HR)

Indian Oil Corporation Limited

Mr. Sanjay Gupta

Director (MC & IOC),

*Ministry of Petroleum & Natural Gas
Government of India*

Mr. Mansoor Rad

Finance Director,

Naftiran Intertrade Company Limited

Mr. M.H. Ghodsi

Director

Naftiran Intertrade Company Limited

Mr. L. Sabaretnam

Chief Executive Officer,

Coromandel Sugars Limited

Mr. Venkatraman Srinivasan

Senior Partner,

*V. Sankar Aiyar & Co.,
Chartered Accountants*

Prof. M.S. Ananth

Director,

*Indian Institute of Technology, (IIT),
Chennai.*



Executives

Mr. N. Sankaran

Chief Vigilance Officer

Mr. R. Anand

General Manager (Engineering & Services)

Mr. V. Natarajan

General Manager (Finance)

Mr. V. Srinivasan

General Manager (Human Resources)

Mr. N.K. Rajamani

General Manager (Corp. Plng., Devt. and R&D)

Mr. N.V. Kalaivanan

General Manager (Cauvery Basin Refinery)

Mr. D. Selvaraj

General Manager (Projects)

Mr. R. Chidambaram

General Manager (Logistics & Utilities)

Mr. K. Sankar

General Manager (Maintenance)

Mr. S. Venkataramana

General Manager (Manufacturing)

Mr. M. Sankaranarayanan

Company Secretary

NOTICE

Notice is hereby given that the 43rd Annual General Meeting of the Shareholders of the Company will be held at 2.30 P.M. on Monday the 7th September 2009 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 Profit & Loss Account of the Company for the period from 1st April 2008 to 31st March 2009 and the Audited Balance Sheet as at 31st March 2009, together with the Directors' Report and the Auditors' Report.
2. To appoint a Director in place of Mr.S. Behuria, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr.L.Sabaretnam, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr.N.C.Sridharan, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. APPOINTMENT OF MR. SANJAY GUPTA 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. Sanjay Gupta be and is hereby appointed as a Director of the Company".

Date : 30.07.2009

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 Resolution set out under "Special Business" of the Notice is annexed.



7. The Register of Members and the Share Transfer Books of the Company will remain closed from 01.09.2009 to 07.09.2009 (both days inclusive).
8. Members are requested to immediately intimate any change in their addresses registered with the Company.
9. Securities and Exchange Board of India (SEBI), vide Circular No.MRD/DoP/Cir-05/2009 dated May 20, 2009, has informed that in respect of Securities Market transactions and off-market / private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferees to furnish copy of PAN Card to the Company / Registrars and Transfer Agents for registration of such transfer of shares.

In view of the above Circular dated 20.05.2009, all requests for transfer of shares received after 20.05.2009 will be processed only if the requests are accompanied by a copy of the PAN Card.

10. The shares of the company are compulsorily traded in dematerialized form and therefore, the shareholders are requested to dematerialize their shares to facilitate trading in CPCL shares.
11. 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.cpcl.co.in.
12. A brief Resume of the Directors of the 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 43rd Annual General Meeting.
13. Inspection of Documents:- The relevant documents are available for inspection by the members at the Registered Office of the Company at any time during the working hours till the date of the meeting.

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

Item No.5

Mr. Sanjay Gupta was appointed as an Additional Director with effect from 19.06.2009. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Sanjay Gupta will hold Office only upto the date of the 43rd Annual General Meeting of the Company.

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

Memorandum of Interest :

None of the Directors is interested in the resolution except Mr. Sanjay Gupta.

BRIEF RESUME OF THE DIRECTORS OF THE COMPANY, SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 43rd ANNUAL GENERAL MEETING

1. Mr.Sarthak Behuria was appointed on the Board effective 01.03.2005. He is an alumnus of St. Stephen's College, Delhi and the Indian Institute of Management (IIM), Ahmedabad. He has more than three decades of experience in the field of refining and marketing. He joined Burma Shell in 1973 before he was absorbed in BPCL, where he served across the country, handling key portfolios in Supply and Distribution, Sales, Industrial Relations and Downstream Infrastructure. He took over as Director (Marketing) of BPCL in 1998, as CMD of BPCL in July 2002 and Chairman of IOCL in March 2005.

Mr.Sarthak Behuria is presently the Chairman of Indian Oil Corporation Limited and IOT Infrastructure and Energy Services Limited.

2. Mr.L.Sabaretnam was appointed on the Board effective 28.02.2002. He is a Post-Graduate in Business Administration from the University of Madras. He is the Chief Executive Officer of Coromandel Sugars Limited.

Mr.L.Sabaretnam is the Chairman of Oriental Solutions Private Limited, LMS Builders & Engineers Pvt. Ltd., and Archi Structural Constructions India Pvt. Ltd. He is a Director of Biosynth Life Sciences India Limited and Pacific Datalabs Pvt. Ltd.

He is an Advisor of India Cements Limited and Trustee of T.S.Narayanaswamy College of Arts and Science. He is a member of various business associations and social bodies.

Mr.L.Sabaretnam is the Chairman of the Audit Committee, Shareholders'/Investors' Grievance Committee and Board Projects Sub- Committee of CPCL.

3. Mr.N.C.Sridharan was appointed on the Board effective 05.03.2004, as Director (Finance) for a period of five years. Government of India extended the tenure of Mr.N.C.Sridharan upto 31.05.2011, the date of his superannuation or until further orders, whichever event occurs earlier.

Mr.N.C. Sridharan is a Fellow Member of Institute of Chartered Accountants of India and a Fellow Member of the Institute of Company Secretaries of India. He has three decades of experience in Engineering, Chemical, Pharmaceuticals, Fibrecement, Cotton Spinning and Software industries in Corporate Finance, Treasury, Accounts, Loans Syndication, Project Finance, Commercial Taxation – Direct & Indirect and Secretarial & Legal. Prior to his appointment as Director (Finance), he was General Manager (Finance) in CPCL.

Mr.N.C.Sridharan is also a Director on the Board of Indian Additives Limited and National Aromatics and Petrochemicals Corporation Limited. He is a member of the Shareholders'/ Investors' Grievance Committee and Board Projects Sub-Committee of CPCL and Audit Committee of Indian Additives Limited.

4. Mr. Sanjay Gupta was appointed on the Board effective 19.06.2009. He holds a M.Tech Degree in Production Engineering from IIT, Delhi. He belongs to 1994 batch of Indian Revenue Service (IRS). He has more than two decades of multi-sectoral experience in production, Income Tax, Administration, Petroleum Technology, e-governance project of Ministry of Corporate Affairs, etc. Presently, he is the Director (MC & IOC), Ministry of Petroleum & Natural Gas, Government of India.

Date : 30.07.2009
Place : Chennai

By order of the Board
M. SANKARANARAYANAN
Company Secretary