

## Annual Report 2007 - 2008

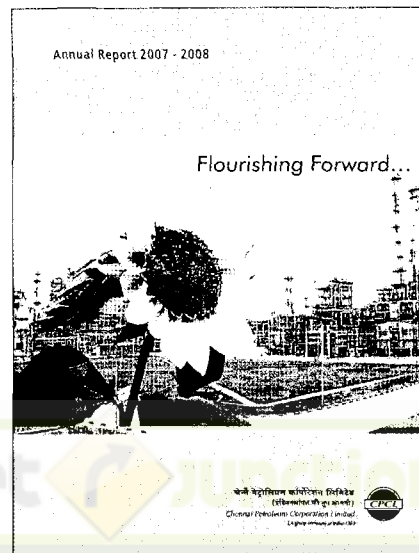
# Flourishing Forward...



चेन्नै पेट्रोलियम कॉर्पोरेशन लिमिटेड  
(इंडियन ऑयल की ग्रुप कम्पनी)

Chennai Petroleum Corporation Limited  
(A group company of IndianOil)





CPCL had his full bloom. Had an impressive growth over the years. Achieved highest ever turnover of Rs.32,889 crore in 2007-2008. The profit after tax recorded 98.76% increase to Rs.1123 crore during 2007-2008 against Rs.565 crore, the previous year.

# समृद्धि की ओर अग्रसर Flourishing Forward

वा र्षि क प्र ति वे द न 2007 - 2008

ANNUAL REPORT 2007 - 2008

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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](http://www.cpcl.co.in)

**PRINCIPAL BANKER**  
**State Bank of India**  
Corporate Accounts Group Branch  
Greams Road, Chennai - 600 006

**AUDITORS**  
**M/s. Sreedhar, Suresh & Rajagopalan**  
Chartered Accountants, Chennai

**M/s. M.Thomas & Co.**  
Chartered Accountants, Chennai

**COST AUDITORS**  
**M/s. J.V. Associates**  
Cost Accountants, Chennai

## REGISTRARS & SHARE TRANSFER AGENTS

**M/s. Karvy Computershare Private Limited**  
Plot Nos. 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



### 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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## Chennai Petroleum Corporation Limited

### 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  
(from 24.08.2007)

**Mr. Rohit Bhardwaj**  
Executive Director (E&I)  
Indian Oil Corporation Limited  
(from 24.08.2007)

**Mr. B.N. Bankapur**  
Director (Refineries)  
Indian Oil Corporation Limited  
(upto 23.08.2007)

**Mr. M. Vaezi**  
Director,  
Naftiran Intertrade  
Company Limited

**Mr. Mansoor Rad**  
Finance Director,  
Naftiran Intertrade  
Company Limited

**Mr. L. Sabaretnam**  
Chief Executive Officer,  
Coromandel Sugars Limited

**Mr. K. Suresh, I.A.S.**  
Chairman,  
Chennai Port Trust

**Mr. Venkatraman Srinivasan**  
Senior Partner,  
V. Sankar Aiyar & Co.,  
Chartered Accountants

**Prof. M.S. Ananth**  
Director, Indian Institute  
of Technology, (IIT),  
Chennai.

**Mr. K.L. Kumar**  
Former Chairman &  
Managing Director,  
Kochi Refineries Limited

**Mr. Ravi Capoor, I.A.S.**  
Executive Director,  
Petroleum Conservation  
Research Association  
Government of India  
(upto 05.11.2007)

**Mr. Pramod Nangia**  
Director (M);  
Government of India,  
Ministry of Petroleum &  
Natural Gas



## **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.K. Sankar**

General Manager (Maintenance)

**Mr. R. Chidambaram**

General Manager (Logistics and Utilities)

**Mr. S.Venkataramana**

General Manager (Manufacturing)

**Mr. M. Sankaranarayanan**

Company Secretary

Report



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## Chennai Petroleum Corporation Limited

### NOTICE

Notice is hereby given that the 42<sup>nd</sup> Annual General Meeting of the Shareholders of the Company will be held at 2.00PM. on Monday the 8<sup>th</sup> September 2008 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 1<sup>st</sup> April 2007 to 31<sup>st</sup> March 2008 and the Audited Balance Sheet as at 31<sup>st</sup> March 2008, together with the Directors' Report and the Auditors' Report.
2. To declare final Dividend.
3. To appoint a Director in place of Mr.Sarthak Behuria, who retires and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr.N.C.Sridharan, who retires and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr.S. Chandrasekaran, who retires and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. K.Balachandran, who retires and being eligible, offers himself for re appointment.
7. To appoint a Director in place of Mr.L.Sabaretnam, who retires and being eligible, offers himself for re-appointment.
8. To appoint a Director in place of Mr.Venkatraman Srinivasan, who retires and being eligible, offers himself for re-appointment.
9. To appoint a Director in place of Mr.K.Suresh, who retires and being eligible, offers himself for re-appointment.
10. To appoint a Director in place of Mr.K.L. Kumar, who retires and being eligible, offers himself for re-appointment.
11. To appoint a Director in place of Prof. M.S. Ananth, who retires and being eligible, offers himself for re-appointment.
12. To appoint a Director in place of Mr.Pramod Nangia, who retires and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESSES:

#### 13. APPOINTMENT OF MR. V.C. AGRAWAL 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. V.C. Agrawal be and is hereby appointed as a Director of the Company".*

#### 14. APPOINTMENT OF MR. ROHIT BHARDWAJ 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. Rohit Bhardwaj be and is hereby appointed as a Director of the Company".*

#### 15. To consider and, if thought fit, to pass, with or without modifications, 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 Articles of Association of the Company be and are hereby amended by way of modification, deletion, replacement and additions as under :*





- a) THAT the following new clause may be inserted as Article 85 (c) :

The powers of appointment, removal and fixation of terms and conditions of the Managing Director and whole-time Directors shall vest with Government of India. The powers of appointment of part-time Directors other than Directors representing NIOC, shall vest with IOCL, subject to obtaining approval of Government of India by IOC, wherever necessary.

- b) THAT the definition of IOC be included in Article 2 viz., the definition clause of the Articles of Association of the Company:

IOCL means Indian Oil Corporation Limited, the Holding Company.

- c) THAT Article 86 (c) be and is hereby substituted as follows :

All the Directors of the Company except the Managing Director and directors representing NIOC shall be persons whose period of office shall be liable to determination by retirement by rotation and save as otherwise expressly provided in the Act, be appointed by the Company in the General Meeting. At every Annual General Meeting of the Company, one-third of such Directors for the time being are liable to retire by rotation and if their number is not three or multiple of three then the number nearest to one-third shall retire from office.

- d) THAT Article 64 be and is hereby substituted as follows :

Before or on the declaration of the results of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by the person or persons specified below, that is to say:

- (a) by any member or members present in person or by proxy and having not less than one-tenth (1/10) of the total voting powers in respect of the resolution or on which an aggregate sum of not less than Rs. 50,000/- has been paid up.

- e) THAT the present Article 90 viz., 'Subject to the provisions of Sections 198 and 309 of the Act, a director who is in the wholtime employment of the Company may be paid such monthly salary and granted such perquisites, if any, as shall be determined by a resolution passed by the Company in general meeting from time to time.' be and is hereby deleted."

Date : 08.08.2008

Place : Chennai

By order of the Board  
**M. SANKARANARAYANAN**  
*Company Secretary*

## Chennai Petroleum Corporation Limited

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### 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 26.8.2008 to 08.09.2008 (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 the Members to enable them to 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, Vithalrao 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/dematerialized form).
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](http://www.cpcl.co.in).
12. The Board of Directors had declared an interim dividend of 50% for the year 2007-2008 in May 2008. The Board of Directors have recommended a final Dividend of 120% for the year 2007-2008. Final 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 8<sup>th</sup> September 2008 and in respect of electronic shares, to those members, whose names appear in the Beneficial List to be furnished by the depositories to the Company for this purpose.
13. 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 Explanatory Statement.
14. 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.