

चेन्नै पेट्रोलियम कॉर्पोरेशन लिमिटेड

(इंडियनओयल की ग्रुप कम्पनी)

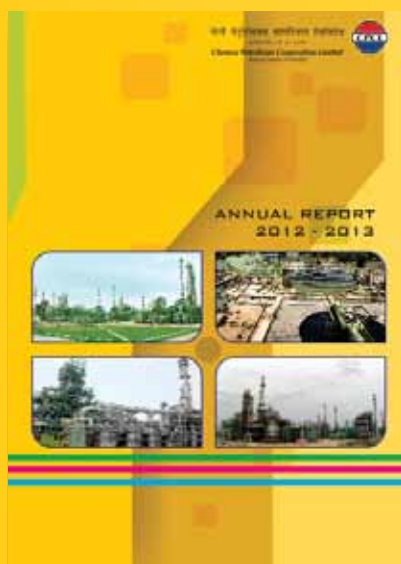
Chennai Petroleum Corporation Limited

(A group company of IndianOil)



ANNUAL REPORT 2012 - 2013





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ANNUAL REPORT 2012 - 2013

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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

Website: www.cpcl.co.in

PRINCIPAL BANKER

State Bank of India
Corporate Accounts Group Branch
Egmore, Chennai - 600 006.

COMPLIANCE OFFICER

Mr.M.Sankaranarayanan
Company Secretary

AUDITORS

M/s. S. Venkatram & Co.
Chartered Accountants
Old No.285, New No.218,
TTK Road, Alwarpet
Chennai 600 018.

M/s. Chandran & Raman

Chartered Accountants,
No.2, Dr. Radhakrishnan Road,
2nd Street, Mylapore, Chennai 600 004.

COST AUDITORS

Mr. K. Suryanarayanan

Flat A, Brindhavan Apartments,
No.1, Poes Road, 4th Street,
Teynampet, Chennai 600 018.

PUBLIC INFORMATION OFFICER

Mr.S.Vaidyanathan
Senior Manager (Corporate Communications)

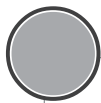
REGISTRARS & SHARE TRANSFER AGENTS

M/s. Karvy Computershare Private Limited

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

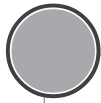
Akshaya Plaza, I Floor, Flat No F - 11,

New No : 108, Adhithanar Salai, Egmore, Chennai - 600 002.



Vision

To be the most admired Indian energy company through world class performance creating value for stakeholders



Mission

To manufacture and supply petro products at competitive prices & meeting the quality expectations of the customer

To pro-actively fulfill social commitments, including environment and safety

To constantly innovate new products and alternate fuels

To recognize Human Resources as the most valuable asset and foster a culture of participation for mutual growth

To ensure high standards of business ethics and corporate governance

To maximize growth, achieve national pre-eminence and maximize stakeholders wealth



Corporate Information

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Board of Directors

Mr. R.S. Butola

Chairman

Mr. A.S. Basu

Managing Director

Mr. S. Venkataramana

Director (Operations)

Ms. D. Lilly

Director (Finance)

Mr. T.S. Ramachandran

Director (Technical)

Mr. Rajkumar Ghosh

Director (Refineries)

Indian Oil Corporation Limited

Mr. M.H. Ghodsi

Director

Naftiran Intertrade Company Limited

Mr. Ahmad Azmoodeh

Director,

Naftiran Intertrade Company Limited

Mr. L. Sabaretnam

Director,

Coromandel Sugars Limited

Mr. Venkatraman Srinivasan

Senior Partner,

V. Sankar Aiyar & Co.,

Chartered Accountants

Prof. M.S. Ananth

Visiting Professor,

Department of Chemical Engg.

Indian Institute of Science, Bangalore



Executives

Mr. D.P. Naidu
Chief Vigilance Officer

Mr. V. Srinivasan
General Manager (Corporate Planning)

Mr. R. Chidambaram
General Manager (Cauvery Basin Refinery)

Mr. A. Paul Christudass
General Manager (Finance)

Mr. S. Asokan
General Manager (Human Resources)

Mr. S. Visveswaran
General Manager (Technical)

Mr. G. Aravindan
General Manager (Maintenance)

Mr. N. Nachiappan
General Manager (Operations)

Mr. A. Kumar
General Manager (Projects, Development and R&D)

Mr. G. Sureshkumar
General Manager (Services)

Mr. M. Sankaranarayanan
Company Secretary

NOTICE

Notice is hereby given that the 47th Annual General Meeting of the Shareholders of the Company will be held at **3.00 P.M** on **Wednesday** the **21st August, 2013** at **Narada Gana Sabha, 314, TTK Road, Chennai 600 018** to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Statement of Profit & Loss of the Company for the period from 1st April 2012 to 31st March 2013 and the Audited Balance Sheet as at 31st March 2013, together with the Director's Report and the Auditor's Report.
2. To appoint a director in place of Mr. S. Venkataramana who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. R.S. Butola who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. T.S. Ramachandran who retires by rotation and being eligible, offers himself for re-appointment.

Date : 15.07.2013

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. The Register of Members and the Share Transfer Books of the Company will remain closed from 13.08.2013 to 21.08.2013 (both days inclusive).
7. Members are requested to immediately intimate any change in their addresses registered with the Company.
8. 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.
9. 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.
10. 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. Shareholders holding shares in Demat form may contact their Depository Participant for nomination.
11. 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 47th Annual General Meeting.



12. 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.

BRIEF RESUME OF THE DIRECTORS OF THE COMPANY, SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 47TH ANNUAL GENERAL MEETING

1. Mr.S.Venkataramana, born on 05.06.1957, was appointed on the Board as Director (Operations) effective 03.10.2010. He holds a M.Tech Degree in Chemical Engineering and a Masters Degree in Business Administration. He has 26 years of experience in CPCL in various capacities. Prior to joining CPCL, he was with Hindustan Petroleum Corporation Limited, Mumbai as Engineer (Production).

Mr.S.Venkataramana is a Director in National Aromatics and Petrochemicals Corporation Limited. In CPCL, he is a member of Shareholders' / Investors' Grievance Committee, Project Committee, Remuneration Committee and Committee on Corporate Social Responsibility and Sustainability Development

Mr.S.Venkataramana is holding 200 shares in the company.

2. Mr.R.S.Butola, born on 05.05.1954, was appointed as a Director on the Board of CPCL effective 08.03.2011. Mr.R.S.Butola holds an MBA degree from the Faculty of Management Studies, Delhi and is a Certified Associate of the Indian Institute of Bankers (CAIIB). He has about 3 decades of experience out of which two decades are in the hydrocarbon industry. He has shouldered various responsibilities, prominent among which are the appraisal and evaluation of the Mumbai High Redevelopment Scheme. Under his stewardship, OVL built a formidable E&P portfolio comprising both discovered and producing assets in over 15 Countries.

Mr.R.S.Butola is the Chairman of Indian Oil Corporation Limited, IOT Infrastructure and Energy Services Limited, Petrofed and Executive Committee Member of FICCI.

Mr.R.S.Butola is not holding any shares in the company.

3. Mr. T. S. Ramachandran, born on 25.11.1954, was appointed on the Board of CPCL as Director (Technical) effective 26.07.2011. Mr. T. S. Ramachandran is a First Class Honours Graduate in Electrical Engineering from the University of Calicut. Prior to his appointment as Director (Technical) in CPCL, he was General Manager, Indian Oil Corporation Ltd. He has more than three decades of experience in Indian Oil at Refineries Head Quarters, New Delhi and various refineries at Gujarat, Guwahati and Mathura and across a wide spectrum of functions including projects, engineering services, contracts management, power and utilities etc.,

In CPCL Mr. T. S. Ramachandran is a member of Shareholders / Investors Grievance Committee, Project Committee and Committee on Corporate Social Responsibility and Sustainability Development.

Mr. T. S. Ramachandran is not holding any shares in the company.

Date : 15.07.2013
Place : Chennai

By order of the Board
M. SANKARANARAYANAN
Company Secretary

REPORT ON CORPORATE GOVERNANCE: 2012-13

1.0 COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company firmly believes that timely disclosures, transparent accounting policies, fairness to all stakeholders, effective monitoring of corporate affairs and enhancement of long term corporate value are the cornerstones of good corporate governance.

The Corporate Governance Philosophy of the Company encourages doing things right and doing the right things which are the fundamental principles of good corporate governance.

2.0 GOVERNANCE STRUCTURE

The Governance mechanism in the Company is monitored by the following bodies :

2.1 BOARD OF DIRECTORS

The Board of Directors prescribe goals and targets in respect of various parameters in consultation with Indian Oil Corporation, the holding company, which are incorporated in the Memorandum of Understanding entered into with IOC.

2.2 EXECUTIVE COMMITTEE

The Executive Committee of the Company consists of Managing Director, Functional Directors, Chief Vigilance Officer and Company Secretary. The Executive Committee meets periodically to review various important, managerial and other departmental issues requiring collective attention. During the year 13 meetings were held.

2.3 MANAGEMENT COMMITTEE

The Management Committee comprises of Managing Director, Functional Directors, General Managers and Heads of Department. The Management Committee meets once in a month to discuss wide range of issues faced by different departments. The action taken report in respect of decision taken are also reviewed periodically.

2.4 ROLE OF COMPANY SECRETARY IN THE OVERALL GOVERNANCE STRUCTURE

The Company Secretary plays a key role in ensuring that the requirements of all the applicable laws are complied with and all the procedures with regard to the conduct of meetings are strictly adhered to.

3.0 BOARD OF DIRECTORS

- 3.1 The composition of the Board of Directors of the company is governed by the provisions of the Companies Act 1956, Clause 49 of the Listing Agreement and the DPE guidelines on corporate governance for Central Public Sector Enterprises and the Articles of Association of the Company. The Board of Directors of the Company has an optimum combination of both Executive and Non-Executive Directors.