

ANNUAL REPORT

2013 - 2014



चेन्नै पेट्रोलियम कॉर्पोरेशन लिमिटेड
(इंडियनऑयल की ग्रुप कम्पनी)
Chennai Petroleum Corporation Limited
(A group company of IndianOil)



वा र्षि क प्र ति वे द न 2013 - 2014
ANNUAL REPORT 2013 - 2014

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REGISTERED OFFICE No.536, Anna Salai, Teynampet, Chennai - 600 018.	AUDITORS M/s. S. Venkatram & Co. Chartered Accountants Old No.285, New No.218, TTK Road, Alwarpet Chennai 600 018.
REFINERIES Manali Refinery, Manali, Chennai - 600 068. Cauvery Basin Refinery Panangudi Village, Nagapattinam District, Tamil Nadu	M/s. Chandran & Raman Chartered Accountants, No.2, Dr. Radhakrishnan Road, 2nd Street, Mylapore, Chennai 600 004.
Website: www.cpcl.co.in	COST AUDITORS Mr. K. Suryanarayanan Flat A, Brindhavan Apartments, No.1, Poes Road, 4th Street, Teynampet, Chennai 600 018.
PRINCIPAL BANKER State Bank of India Corporate Accounts Group Branch Egmore, Chennai - 600 006.	PUBLIC INFORMATION OFFICER Mr.S.Vaidyanathan Senior Manager (Corporate Communications)
COMPLIANCE OFFICER Mr.P.Shankar Company Secretary	

•• 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. S. Venkataramana

*Director (Operations) &
Managing Director (i/c)*

Mr. T.S. Ramachandran

Director (Technical)

Mr. Sanjiv Singh

*Director (Refineries)
Indian Oil Corporation Limited*

Mr. Mohan Lal

*Director (R&A)
Ministry of Petroleum & Natural Gas
Government of India*

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*

Mr. G. Ramaswamy

*Managing Partner,
M/s. G. Ramaswamy & Co.,
Chartered Accountants*



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

Mr. G. Suresh Kumar
General Manager (Services)

Mr. P. Shankar
Company Secretary

NOTICE

Notice is hereby given that the 48th Annual General Meeting of the Shareholders of the Company will be held at **3.00 pm on Wednesday, the 20th August 2014 at Kamaraj Arangam, 492, Anna Salai, Chennai - 600 006**, to transact the following businesses.

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Statement of Profit and Loss of the Company for the period from 1st April 2013 to 31st March 2014 and the Audited Balance Sheet as at 31st March 2014, together with the Directors' Report and the Auditors' Report.
2. To appoint a Director in place of Mr.T.S.Ramachandran (DIN:03589996) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESSES:

3. APPOINTMENT OF MR.MOHAN LAL AS A DIRECTOR

To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Companies Act, 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, Mr.Mohan Lal (DIN:06419725), who was appointed as an Additional Director by the Board of Directors effective 21.08.2013 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director liable to retire by rotation."

4. APPOINTMENT OF SHRI G. RAMASWAMY AS A DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Companies Act, 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, Mr.G.Ramaswamy (DIN:03048826), who was appointed as an Additional Director by the Board of Directors effective 07.11.2013 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation."

5. APPOINTMENT OF SHRI SANJIV SINGH AS A NOMINEE DIRECTOR OF INDIAN OIL CORPORATION LIMITED ON THE BOARD OF DIRECTORS OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Companies Act, 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, Mr.Sanjiv Singh (DIN No 05280701) who was appointed as an Additional Director by the Board of Directors effective 03.07.2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director, liable to retire by rotation."



6. RATIFICATION OF REMUNERATION OF COST AUDITOR FOR THE YEAR 2014-15

To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.1,70,000 per annum (Rupees one lakh seventy thousand only) plus applicable taxes and out of pocket expenses if any, to conduct the audit of cost accounts maintained by the company for the financial year 2014-15 and Rs.30,000 (Rupees Thirty Thousand only) per annum plus applicable taxes towards certification fee for compliance report in respect of activity of power generation for the financial year 2014-15 payable to Mr.K.Suryanarayanan, Cost & Management Accountant, Chennai, the cost auditor of the company be and is hereby ratified”

7 TAKING NOTE OF EROSION OF MORE THAN 50% OF THE NET WORTH OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 23 and other applicable provisions of the Sick Industrial Companies (Special Provisions) Act 1985 (SICA) and other applicable Acts, the Company hereby considers and takes note of the erosion of more than 50% of the Networth of the Company as at the end of the financial year ended 31.03.2014 in relation to its peak networth during the immediately preceding four financial years” .

By order of the Board of Directors
For Chennai Petroleum Corporation Limited

(P. SHANKAR)

Company Secretary

Regd. Office: 536, Anna Salai,

Teynampet, Chennai 600 018.

Email id: shankarp@cpcl.co.in

CIN: L40101TN1965GOI005389

Date : 16.07.2014

Place : Chennai

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. As per the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
4. 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.
5. Members / Proxies/Authorised Representatives are requested to bring the attendance slip duly filled and signed along with copy of Annual Report to the meeting.
6. 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.

Chennai Petroleum Corporation Limited

7. The Register of Members and the Share Transfer Books of the Company will remain closed from 12.08.2014 to 20.08.2014 (both days inclusive).
8. A statement setting out the material facts in respect of resolutions set out under “Special Businesses” of the Notice pursuant to Sub Section 1 of Section 102 of The Companies Act, 2013 is annexed hereto.
9. Members may send their requests for change / updation of Address, Email address, Nominations:
 - i) For shares held in dematerialised form - to their respective Depository Participant.
 - ii) For shares held in physical form - to the RTA, M/s Karvy Computershare Private Limited, Hyderabad or at the registered office of the Company.
10. Securities and Exchange Board of India (SEBI), has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in Electronic form are requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in Physical form are requested to submit their PAN details to M/s.Karvy Computershare Private Limited, the share transfer agents of the Company.
11. The shares of the Company are compulsorily traded in dematerialised form and therefore, the shareholders are requested to dematerialise their shares to facilitate trading in CPCL shares.
12. As per the provisions of the Companies Act, 2013, 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.
13. A brief Resume of the Directors 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 48th Annual General Meeting.
14. 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.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with Rules made thereunder, copies of the Annual Report 2013-2014, Notice of the 48th AGM and instructions for e-voting alongwith the Attendance Slip and Proxy Form are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2013- 2014, etc., are being sent by the permitted mode. Members holding shares in physical form can send their email address for registration to **einwardris@karvy.com / mohsin.mohd@karvy.com** quoting the Folio Number and Name of the Company.
16. The Annual Report duly circulated to the Members of the Company, is available on the Company's Website at **www.cpcl.co.in**.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy), on all resolutions set forth in this Notice. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, July 18, 2014, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach Karvy for issuance of the User ID and Password for exercising their right to vote by electronic means.

The Company has entered into an arrangement with Karvy for facilitating e-voting for AGM.