



चेन्नै पेट्रोलियम कॉर्पोरेशन लिमिटेड

(भारत सरकार का उद्यम और आईओसीएल की समूह कंपनी)

Chennai Petroleum Corporation Limited

(A Government of India Enterprise and Group Company of IOCL)



01st August, 2025

To Corporate Relations Department BSE Limited 1st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street Mumbai 400 001.	To Corporate Listing Department National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400 051.
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BSE CODE: 500110

ISIN: INE178A01016

NSE CODE: CHENNPETRO

SUBJECT: NOTICE OF 59th ANNUAL GENERAL MEETING (AGM) OF THE COMPANY

Dear Sir/Madam,

This is further to our letter dated **21st July, 2025**, wherein the Company had informed that the 59th AGM of the Company is scheduled to be held on **Monday, the 25th August, 2025** through Video Conference / Other Audio-Visual Means (VC/OAVM). In compliance with the provisions of Companies Act 2013, rules framed thereunder, and Regulation 34(1) read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed **Notice of the 59th Annual General Meeting**.

The aforesaid **Notice of the 59th Annual General Meeting** is also available on the website of the Company at <https://cpcl.co.in/investors/financials/exchange-intimations/>.

Please take the above on your record.

Thanking You,

Yours Faithfully,
For **Chennai Petroleum Corporation Limited**

Encl: a/a

P.SHANKAR
COMPANY SECRETARY

आई एस ओ 9001:2008, आई एस ओ 14001:2004, बी एस ओ एच एस ए एस 18001:2007 प्रमाणित कम्पनी / An ISO 9001:2008, ISO 14001:2004, BS OHSAS 18001:2007 Certified company

कम्पनी की सी आई एन एल 40101 टी एन 1965 जी ओ आई 005389 / The CIN of the Company is L 40101 TN 1965 GOI 005389

मणली, चेन्नै / Manali, Chennai - 600 068, फोन / Phone : 2594 4000 to 09, वेबसाइट / Website : www.cpcl.co.in

पंजीकृत कार्यालय : 536, अण्णा सालै, तेनाम्पेट, चेन्नै - 600 018 / Regd. Office : 536, Anna Salai, Teynampet, Chennai - 600 018. फोन / Phone : 24349232, 24349833, 24349294, फैक्स / Fax : +91-44-24341753



Chennai Petroleum Corporation Limited

(A Government of India Enterprise and group company of IOCL)

Regd. Office: 536, Anna Salai, Teynampet, Chennai 600 018.

Website: www.cpcl.co.in; Email id: shankarp@cpcl.co.in/ einward.ris@kfintech.com

Tel: 044-24349833 / 24346807

CIN: L40101TN1965GOI005389

NOTICE

Notice is hereby given that the 59th Annual General Meeting of the members of CPCL will be held on **Monday, the 25th August 2025 at 10:00 AM (IST)** through Video Conference (VC)/ Other Audio Visual Means (OAVM), to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at No.536, Anna Salai, Teynampet, Chennai- 600018, which shall be the deemed venue of the AGM.

Ordinary Businesses:

1. To receive, consider and adopt the Audited Financial Statement of the Company (Standalone and Consolidated) for the period from 1st April 2024 to 31st March 2025, together with the Directors' Report and the Auditor's Reports thereto.
2. To declare dividend of ₹ 0.665/- per Preference share for the year 2024-25.
3. To declare dividend of ₹ 5/- per Equity Share for the year 2024-25.
4. To appoint a Director in place of Mr. P Kannan (DIN: 10250173), who retires by rotation and is eligible for reappointment.

Special Businesses:

5. Appointment of Mr. Arvinder Singh Sahney (DIN: 10652030) as a Nominee Director and to Designate him as Non-Executive Chairman

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 161(1), of the Companies Act 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, and the Articles of Association of the Company, Mr. Arvinder Singh Sahney (DIN 10652030)

who was appointed as an Additional Director by the Board of Directors with effect from 28.11.2024 and designated as Non-Executive Chairman by MoP&NG vide letter dated 17.12.2024 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 a Nominee Director and designated as Non-Executive Chairman, of the Company liable to retire by rotation."

6. Appointment of Mr. H Shankar (DIN: 08845247) as a Managing 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 Section 196 of the Companies Act, 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force and the Articles of Association of the Company, Mr.H.Shankar (DIN 08845247) who was appointed as a Director (Technical) w.e.f 01.10.2020 by the Board of Directors and approved by the shareholders at the 55th AGM held on 20.08.2021 and is now designated as Managing Director by the Board of Directors with effect from 02.04.2025 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 Managing Director of the Company not liable to retire by rotation."

7. Appointment of Mr. M. Anna Durai (DIN: 10870538) as a Nominee 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 Section 161(1) and other applicable Provisions of the Companies Act 2013 read with Rules made thereunder including



any statutory modifications or re-enactment thereof for the time being in force and the Articles of Association of the Company, Mr. M. Anna Durai (DIN 10870538) who was appointed as an Additional Director by the Board of Directors with effect from 13.12.2024 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 a Nominee Director of the Company liable to retire by rotation."

8. Appointment of Mr. Deepak Srivastava (DIN: 09275923) as a Government Nominee 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 Section 161(1) and other applicable Provisions of the Companies Act 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force and the Articles of Association of the Company, Mr. Deepak Srivastava (DIN 09275923) who was appointed as an Additional Director by the Board of Directors with effect from 02.11.2024 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 a Government Nominee Director of the Company liable to retire by rotation."

9. Re-Appointment of Dr.C.K. Shivanna (DIN 09398521) as an Independent Director

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 161(1), 149 and 152 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, the Articles of Association of the Company and Regulation 17 read with Regulation 25(2A) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, and other applicable Listing Regulations, Dr.C.K.Shivanna (DIN 09398521) who was re-appointed as an Additional Director and designated as an Independent Director by the Board of Directors with effect from 28.03.2025 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 re-appointed as an Independent Director of the Company

for a period of 1 year from the date of appointment by the Board, or until further order from MoP&NG whichever is earlier, not liable to retire by rotation."

10. Re-Appointment of Mr. Ravi Kumar Rungta (DIN 00993270) as an Independent Director

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 161(1), 149 and 152 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, the Articles of Association of the Company and Regulation 17 read with Regulation 25(2A) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, and other applicable Listing Regulations, Mr. Ravi Kumar Rungta (DIN 00993270) who was re-appointed as an Additional Director and designated as an Independent Director by the Board of Directors with effect from 28.03.2025 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 re-appointed as an Independent Director of the Company for a period of 1 year from the date of appointment by the Board, or until further order from MoP&NG whichever is earlier, not liable to retire by rotation."

11. Appointment of Mr. Manoj Kumar Pandey (DIN 11111277) as an Independent Director

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 161(1), 149 and 152 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, the Articles of Association of the Company and Regulation 17 read with Regulation 25(2A) of the SEBI(Listing Obligations and Disclosure Requirements) and other applicable Listing Regulations, Mr. Manoj Kumar Pandey (DIN 11111277) who was appointed as an Additional Director and designated as an Independent Director by the Board of Directors with effect from 16.05.2025 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 for a period of 3 years from the date of appointment by the Board, or until further order from MoP&NG whichever is earlier not liable to retire by rotation."



12. Ratification of Remuneration of Cost Auditor for the Year 2025 - 26

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 ₹ 2,75,000 /-(Rupees Two lakh Seventy Five 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 2025-26 payable to M/s. M Krishnaswamy & Associates, Cost Accountants, Chennai, the cost auditor of the company be and is hereby ratified".

13. Appointment of Secretarial Auditor for the Financial Year 2025-26 upto 2029-30

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 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, as well as other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Board of Directors of the Company, consent of the shareholders be and is hereby accorded for the appointment of M/s. S Sandeep & Associates, Company Secretaries as the Secretarial Auditors for carrying out Secretarial Audit for a term of 5 financial years starting from the financial year 2025-26 i.e. from 2025-26 to 2029-30."

"RESOLVED FURTHER THAT a fee of ₹ 90,000 plus applicable taxes and out of pocket expense, comprising of ₹ 60,000/- towards fee for secretarial audit and ₹ 30,000/- towards fee for Annual Secretarial Compliance Certificate for the FY 2025-26 be and is hereby approved to be paid to M/s. S Sandeep & Associates, for FY 2025-26".

14. Approval for Material Related Party Transactions with Cauvery Basin Refinery and Petrochemicals Limited, a Joint Venture Company of CPCL, for the Year 2026-27

To consider, and if thought fit, to pass the following resolutions as an Ordinary Resolutions:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), other applicable laws, and amendments, modifications or re-enactments thereof, if any, and the policy on 'Materiality of related party transactions and on dealing with related party transactions' of the Company, as may be applicable, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board", which term shall include any duly authorized Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / transactions or as a fresh and independent transaction(s) or otherwise, whether entered into individually or taken together with previous transactions with Cauvery Basin Refinery and Petrochemicals Limited, a Joint Venture Company of CPCL, for financial year 2026-27, notwithstanding the fact that all such transactions during the year 2026-27 may exceed ₹ 1000 crore, subject to a limit of 10% of the consolidated turnover of the Company of the preceding financial year."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any Committee of Directors and/or Director(s) and/or official(s) of the Company or to any other person(s) so authorized by it and to do all such acts, deeds, matters and things, the Board may in its absolute discretion deem necessary, including but not limited to finalizing the terms and conditions, methods and modes, finalizing and executing necessary documents, including contracts, schemes, agreements and such other papers, documents as may be required, filing any relevant documents and making representations, seeking all necessary approvals from relevant authorities, to give effect to aforesaid resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts, whatsoever that may arise without being required to seek further consent or approval of the members to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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.

Place: Chennai

Date: 25.06.2025



Notes for AGM Notice:

1. Pursuant to General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, General Circular No.09/2023 dated 25th September 2023 and **General Circular No. 09/2024 dated 19th September 2024** issued by Ministry of Corporate Affairs ("MCA") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/DDHS/P/CIR/2023/0164 dated 6th October 2023 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "**the Circulars**"), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
 2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. However, MCA while granting the relaxations to hold the AGM through VC/OAVM has also provided exemption from the requirement of appointing proxies. Hence for this AGM the facility for appointment of proxy by the members is not being provided. Accordingly, the proxy form, attendance slip, and the route map of the venue have also not been provided along with the notice. The members are requested to participate in the AGM in person through VC /OAVM from their respective location.
 3. Company has appointed M/s KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the AGM.
 4. Pursuant to the provisions of the circulars of MCA on the VC/OAVM (AGM) as amended:
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required
 - b. Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting.
- attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: **ibandco.cs@gmail.com**, with a copy marked to **evoting@kfintech.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "CPCL, 59th Annual General Meeting".
5. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
 6. The attendance of the Members (member's logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 7. The cut-off date shall be **Friday, the 8th August 2025** for the purpose of determining the eligibility of shareholders to participate in the 59th AGM.
 8. A preference dividend of 6.65% on the paid-up outstanding preference share capital of the Company, representing ₹ 0.665 per preference share amounting to ₹ 33.25 crore for the year 2024-25 will be paid to IOCL, as per the terms and conditions of the offer document.
 9. The Board of Directors of the Company has recommended an equity dividend of 50% on the paid-up share capital of the company corresponding to ₹ 5.00 per share. The Company has fixed **Friday, the 01st August 2025 as the 'Record Date'** for determining entitlement of members to receive the equity dividend for the year ended March 31, 2025, if approved, at the AGM. The dividend, once approved by the members in the AGM, will be paid to the eligible shareholders within the stipulated period of 30 days of declaration.
 10. The dividend will be paid through electronic mode to those members whose updated bank account details are available. SEBI vide its circular dated 3rd November 2021 (subsequently amended by circulars dated 14th December 2021, 16th March 2023 and 17th November 2023) mandated that the security holders holding securities in physical form, whose folio(s) do not have PAN (Aadhar seeded) or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with

Corporate / Institutional members are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with



effect from 1st April 2024. Hence, members are requested to update their KYC details and for remittance of dividend.

For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, M/s. KFin Technologies Limited (**Unit: Chennai Petroleum Corporation Limited**), Selenium Tower-B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana.

- a. Through hard copies which should be self-attested and dated. **OR**
- b. Through electronic mode, provided that they are sent through e-mail ID of the holder registered with RTA and all documents should be electronically/ digitally signed by the Shareholder and in case of joint holders, by first joint holder. **OR**
- c. Through web- portal of our RTA KFin Technologies Limited - **<https://ris.kfintech.com>**

Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the company and on the website of Kfin Technologies Limited; **<https://ris.kfintech.com/client services/isc/isrforms.aspx>**

- a. Form ISR-1 duly filled in along with self-attested supporting documents for updation of KYC details
 - b. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement
 - c. Form SH-13 for updation of Nomination for the aforesaid folio (or) ISR-3 for "Opt-out of the Nomination".
11. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities. After exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal i.e. **<https://smartodr.in/login>**.
 12. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that

dividends paid or distributed by a Company is taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("**TDS**") at the time of making the payment of dividend. In order to enable us to determine the applicable TDS rate, members are requested to submit the relevant documents on or before **Wednesday, the 13th August 2025**. The detailed communication regarding TDS on dividend is provided on the link **<https://cpcl.co.in/investors/financials/exchange-intimations/>**. Kindly note that no documents in respect of TDS would be accepted from members after **Wednesday, the 13th August 2025**.

13. A statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed.
14. The Reserve Bank of India, through the National Payments Corporation of India (NPCI), has implemented the National Automated Clearing House (NACH) platform for secure and efficient electronic credit of dividends directly to shareholders' bank accounts. Members holding shares in dematerialized form are requested to update their bank account details (including core banking-enabled account number, 11-digit IFSC code, and, where available, 9-digit MICR code) with their respective Depository Participants. Members holding shares in physical form should submit their bank details along with supporting documents to the Company's Registrar and Transfer Agent (RTA) or at the registered office of the Company, in line with SEBI guidelines to ensure timely and seamless receipt of future dividends.
15. Non-Resident Indian members are requested to inform the RTA, M/s.KFin Technologies Limited, Hyderabad immediately about:
 - (i) Change in their residential status on return to India for permanent settlement.
 - (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code number, if not furnished earlier.

16. Members may send their requests for change / updation of Address, Email address, Nominations:

- **For shares held in dematerialised form** - to their respective Depository Participant.
- **For shares held in physical form** - to the RTA, M/s. KFin Technologies Limited, Selenium Tower B, Plot No.31 & 32, Financial District, Gachibowli, Hyderabad – 500032 or at the registered office of the Company.

Email ID: einward.ris@kfintech.com

Toll Free / Phone Number: 1800 309 4001

WhatsApp Number: (91) 910 009 4099

Investor Support Centre: <https://kprism.kfintech.com/>

KFINTECH Corporate Website: <https://www.kfintech.com>

RTA Website: <https://ris.kfintech.com>

KPRISM (Mobile Application): <https://kprism.kfintech.com/signup>

QR code:

Investor Support Centre:



KFINTECH Corporate Website



RTA Website:



17. 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, email IDs and mobile number to M/s. KFin Technologies Limited, the Share Transfer Agents of the Company.

18. As per the provisions of Section 124(5) & (6) of the Companies Act 2013, the dividends which remain unpaid/unclaimed for a period of 7 years is to be transferred to the Investor Education and Protection Fund. Accordingly, the Company has transferred all unclaimed dividend declared upto the financial year 2016-17, to Investor Education & Protection Fund (IEPF) established by the Central Government. Further, in respect of the shareholders, who have not claimed the dividend for the Financial Year 2017-2018 and all other Dividends declared by the Company for 7 consecutive years thereafter, the shares held by them are liable to be transferred to the IEPF. The Company has sent individual communication vide letter dated 22.05.2025 to those shareholders at their latest available address and had also given newspaper advertisement dated 24.05.2025. The Company has also uploaded the details of such shareholders along with details of shares due for transfer to IEPF on its website at www.cpcl.co.in. Shareholders are requested to refer to the web link <https://cpcl.co.in/investors/share-holder-information/iepf/> to verify the details of the shares liable to be transferred to

IEPF. It was also highlighted in the Annual Report 2023-2024 that as per Section 124 (6) of Companies Act, 2013 read with the Rules made thereunder all shares in respect of which dividend has not been claimed for 7 consecutive years or more shall be transferred by the company in the name of IEPF. The details of such i.e., shares transferred to IEPF were also hosted in the website of the Company www.cpcl.co.in.

19. The dividend for the financial year 2017-18, 2021-22, 2022-23 & 2023-24 which remains unclaimed for a period of 7 years, would be transferred to the IEPF on respective due dates i.e. 23.09.2025, 28.09.2029, 21.09.2030 & 06.09.2031. The members, who have not encashed their dividend warrants so far, for the financial years 2017-18, 2021-22, 2022-23 & 2023-24 may write to the RTA, M/s. KFin Technologies Limited, Hyderabad or at the registered office of the Company for claiming the unpaid dividend.

Further, Section 125 of the Act provides that a member whose dividend/shares have been transferred to the IEPF shall be entitled to claim refund therefrom. The procedure for claiming the unpaid dividend and shares transferred to the IEPF Authority is provided on the following link: <https://www.iepf.gov.in/IEPF/refund.html>.

20. As per Regulation 40 of Listing Regulations, as amended, request for effecting transfer of securities shall not be processed unless the securities are held in demat form with a depository. Further, transmission or transposition of securities shall be affected only in



dematerialised form. In view thereof and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company or the RTA for assistance in this regard.

21. 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 59th Annual General Meeting.

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and other relevant documents will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. **25.08.2025**. Members seeking to inspect such documents can send an email to **investors@cpcl.co.in/shankarp@cpcl.co.in/sakethk@cpcl.co.in**.

22. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and SEBI (LODR), Annual Report of the Company is required to be sent through email to those members whose email address is registered and in physical form to those members who have not registered their email address, based on their request.

However, in compliance with the circulars issued by MCA as well as SEBI, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose email address is registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website **www.cpcl.co.in** and in websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) at **www.bseindia.com** and **www.nseindia.com** respectively, and on the website of KFIN Technologies Ltd viz., **www.kfintech.com**.

23. Instructions for the Members for attending the AGM through Video Conference:

1. Members may access the platform to attend the AGM through VC/OAVM at **https://emeetings.kfintech.com** by using their remote e-Voting credentials or by using their Registered Mobile number and OTP. The link for the AGM will be available in the Shareholder/Members login where the "EVENT" and the "Name of the Company" can be selected. Please note that the Members who have not registered their e-mail address or do not have the User-ID and Password for e-Voting or have

forgotten the User-ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice. Further, Members can also use the OTP based login for logging into the e-meeting system.

In order to login using the registered mobile number, Members should follow the instructions below.

- a) On the eMeeting webpage, use the Mobile OTP option.
- b) Select the Meeting / Name of the Company
- c) Input the Registered Mobile Number
- d) Click on Send OTP
- e) Post validation, join by selecting the Folio.
2. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
4. Further, Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who need assistance before or during the AGM, can contact RTA viz., M/s.Kfin Technologies Ltd. on **e-voting@kfintech.com**, Or can call on the toll free number 1 800 309 4001.
7. **AGM Questions prior to AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into **https://emeetings.kfintech.com/** and click on "Post your Questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email ID, mobile number. Please note that, member's questions will be answered only if the shareholders continue to hold the shares as of cut-off date BENPOS. The posting of the questions shall **commence on**

Saturday, the 16th August 2025 and close on Tuesday, the 19th August 2025.

8. **Speaker Registration during AGM session:** Members may log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email ID, mobile number and submit. The speaker registration shall **commence on Saturday, the 16th August 2025 and close on Tuesday, the 19th August 2025.**

24. Instructions for members for e-Voting during the AGM session:

1. The e-Voting "Thumb sign" on the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.
2. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

3. Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

25. Remote E-Voting Through Electronic Means

In terms of the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as **on Monday, the 18th August 2025, being the cut-off date** fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin or to vote at the AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The details of the process and manner for remote e-voting are given below:

i. Instructions for remote e-voting by Individual shareholders holding securities in demat mode

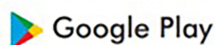
In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email ID/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login", which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
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- | | |
|--|--|
| | 5. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. |
|--|--|

NSDL Mobile App is available on



Individual Shareholders, holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies, where the evoting is in progress, as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use **Forget User ID** and **Forget Password** option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

Instructions for remote e-voting by all shareholders holding shares in physical mode

- i. Launch the internet browser and type the URL: **<https://evoting.kfintech.com>** in the address bar.
- ii. Enter the login credentials i.e. User ID and password. Your Folio No. will be your User ID.
- iii. After entering the password, click on LOGIN.
- iv. On successful login, the system will prompt you to select the EVENT i.e. Chennai Petroleum Corporation Ltd.
- v. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- vi. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- vii. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- viii. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at **lbandco.cs@gmail.com** and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CPCL_EVENT No.'
- ix. **Members can cast their vote online from 09:00 AM on Thursday, the 21st August 2025 till 5.00 PM on Sunday, the 24th August 2025.** Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- x. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of **<https://evoting.kfintech.com>** or call KFin on 1800 309 4001 (toll free).
26. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company, as on the cut-off date.
27. The Company has appointed M/s.Chitra Lalitha & Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner.
28. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the electronic votes cast during the AGM and thereafter unblock and count the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorised by him.
29. The Results on resolutions shall be declared within 48 hours of the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
30. The result declared along with the Scrutinizer's Report shall be placed on the Company's website **www.cpcl.co.in** and on the website of KFin Technologies Ltd **<https://www.evoting.kfintech.com>** immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE), where the shares of the Company are listed.

31. Process for registration of email address for obtaining Annual Report for e-voting and updation of bank account mandate for receipt of dividend:

Type of shareholders	Login Method				
Physical Holding	<p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <ol style="list-style-type: none"> Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or Through hard copies which are self-attested, which can be shared on the address below; or <table border="1"> <thead> <tr> <th>Name</th><th>KFIN Technologies Limited</th></tr> </thead> <tbody> <tr> <td>Address</td><td>Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana India - 500 032.</td></tr> </tbody> </table> <ol style="list-style-type: none"> Through electronic mode with e-sign by following the link: https://kprism.kfintech.com/ Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html 	Name	KFIN Technologies Limited	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana India - 500 032.
Name	KFIN Technologies Limited				
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana India - 500 032.				
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.				

32. Application(s) by our RTA KFINTECH

Members are requested to note that as an ongoing endeavor to enhance shareholders experience and leverage new technology, Kfintech has developed the following applications for shareholders:

Investor Support Centre:

Members are hereby notified that our RTA, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have created an online application which can be accessed at [https://ris.kfintech.com/default.aspx# > Investor Services > Investor Support](https://ris.kfintech.com/default.aspx#>Investor%20Services%20Investor%20Support).

Members are required to register / signup, using the Name, PAN, Mobile No. and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, eMeeting and eVoting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>



Summary of the features and benefits are as follows:

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination)
3. Raise service requests, general query, and complaints.
4. Track the status of the request.
5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-Meetings and eVoting.
7. Branch Locator
8. FAQ's

Senior Citizens investor cell:

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the **email ID, senior.citizen@kfintech.com**.

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of the grievance.

Online PV:

In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you (shareholders) and also comply with KYC standards. Ensuring security and KYC compliance is of paramount importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract

common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

We are excited to announce that our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits:

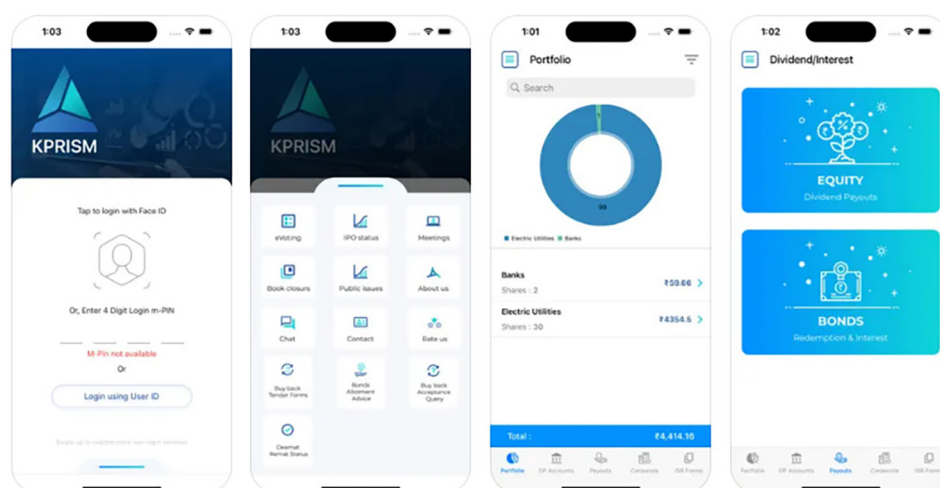
- A fully digital process, only requiring internet access and a device.
- Effectively reduces fraud for remote and unknown applicants.
- Supports KYC requirements.

Here's how it works:

- I. Users receive a link via email and SMS.
- II. Users record a video, take a selfie, and capture an image with their PAN card.
- III. Facial comparison ensures the user's identity matches their verified ID (PAN).

KPRISM Mobile App:

Mobile applications for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. Users are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat, Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.



QR Code to access KPRISM:



WhatsApp:

Shareholders can use WhatsApp Number: (91) 910 009 4099 to avail bouquet of services.



Statement Setting out the Material Facts Relating to the Special Businesses in Pursuance of Section 102 (1) of the Companies Act, 2013

Item No. 5

Mr. Arvinder Singh Sahney, was appointed as an Additional Director with effect from 28.11.2024. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Arvinder Singh Sahney will hold office only upto the date of the 59th Annual General Meeting of the Company.

MoP&NG vide letter dated 17.12.2024 has approved the nomination of Mr. Arvinder Singh Sahney, Chairman, Indian Oil Corporation Limited (IOCL) as Non - Executive Chairman of CPCL till he continues to hold the post of Chairman, IOCL or until further orders whichever is earlier.

The Company has received requisite consent from Mr. Arvinder Singh Sahney.

A Notice under section 160 of the Companies Act, 2013 has been received proposing the appointment of Mr. Arvinder Singh Sahney, as a Director along with the deposit amount as prescribed under the Companies Act 2013.

Mr. Arvinder Singh Sahney is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by virtue of any order of SEBI / any other authority. None of the Directors / Key Managerial Personnel of the Company and their relatives are interested or concerned in the resolution except Mr. Arvinder Singh Sahney.

The Board, therefore, recommends the Ordinary Resolution for approval by members.

Item No. 6

Mr. H. Shankar, was appointed as a Director (Technical) w.e.f 01.10.2020 by the Board of Directors and approved by the shareholders at the 55th AGM held on 20.08.2021 and is now appointed as Managing Director by the Board of Directors based on the communication from MoP&NG with effect from 02.04.2025. The terms and conditions of appointment will be as per letter dated 10.06.2025 from MoP&NG, Government of India.

The Company has received requisite consent from Mr. H. Shankar.

A Notice under section 160 of the Companies Act, 2013 has been received proposing the appointment of Mr. H. Shankar, as a Director along with the deposit amount as prescribed under the Companies Act 2013.

Mr. H. Shankar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013

and is not debarred from holding the office of Director by virtue of any order of SEBI / any other authority. None of the Directors / Key Managerial Personnel of the Company and their relatives are interested or concerned in the resolution except Mr. H. Shankar.

The Board, therefore, recommends the Ordinary Resolution for approval by members.

Item No. 7

Mr. M. Anna Durai, was appointed as an Additional Director with effect from 13.12.2024. As per the provisions of Section 161 of the Companies Act, 2013, Mr. M. Anna Durai will hold office only upto the date of the 59th Annual General Meeting of the Company.

The Company has received requisite consent from Mr. M. Anna Durai.

A Notice under section 160 of the Companies Act, 2013 has been received proposing the appointment of Mr. M. Anna Durai, as a Director along with the deposit amount as prescribed under the Companies Act 2013.

Mr. M. Anna Durai is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by virtue of any order of SEBI / any other authority. None of the Directors / Key Managerial Personnel of the Company and their relatives are interested or concerned in the resolution except Mr. M. Anna Durai.

The Board, therefore, recommends the Ordinary Resolution for approval by members.

Item No. 8

Mr. Deepak Srivastava was appointed as an Additional Director with effect from 02.11.2024. As per the provisions of Section 161 of the Companies Act, 2013, Mr Deepak Srivastava will hold office only upto the date of the 59th Annual General Meeting of the Company.

The Company has received requisite consent from Mr. Deepak Srivastava.

A Notice under section 160 of the Companies Act, 2013 has been received proposing the appointment of Mr. Deepak Srivastava, as a Director along with the deposit amount as prescribed under the Companies Act 2013.

Mr. Deepak Srivastava is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by virtue of any order of SEBI / any other authority. None of the Directors / Key Managerial Personnel of the Company and their relatives are interested or concerned in the resolution except Mr. Deepak Srivastava.

The Board, therefore, recommends the Ordinary Resolution for approval by members.

Item No. 9

Dr.C.K. Shivanna, was reappointed as an Additional Director and designated as an Independent Director with effect from 28.03.2025. As per the provisions of Section 161 of the Companies Act, 2013, Dr.C.K. Shivanna will hold office only upto the date of the 59th Annual General Meeting of the Company.

CPCL, being a Government company, the appointment of Directors, including Independent Directors, is made by the Government of India. MoP&NG, vide its letter dated 28.03.2025, had re-appointed Dr. C.K. Shivanna as Independent Director for a period of one year or until further orders from MoP&NG, whichever is earlier.

A Notice under section 160 of the Companies Act, 2013 has been received proposing the appointment of Dr.C.K. Shivanna as a Director under the Companies Act, 2013.

Dr.C.K. Shivanna is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Company has received a declaration from Dr.C.K. Shivanna that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Dr.C.K. Shivanna is not debarred from holding the office of Director by virtue of any order of SEBI / any other authority.

In the opinion of the Board, Dr.C.K. Shivanna fulfils the criteria of independence as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the Management. None of the Directors / Key Managerial Personnel of the Company and their relatives are interested or concerned in the resolution except Dr.C.K. Shivanna.

The Board, therefore, recommends the Special Resolution for approval by members.

Item No. 10

Mr. Ravi Kumar Rungta was reappointed as an Additional Director and designated as an Independent Director with effect from 28.03.2025. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Ravi Kumar Rungta will hold office only upto the date of the 59th Annual General Meeting of the Company.

CPCL, being a Government company, the appointment of Directors, including Independent Directors, is made by the Government of India. MoP&NG, vide its letter dated 28.03.2025, had re-appointed Mr. Ravi Kumar Rungta as Independent Director for a period of one year or until further orders from MoP&NG, whichever is earlier.

A Notice under section 160 of the Companies Act, 2013 has been received proposing the appointment of Mr. Ravi Kumar Rungta as a Director under the Companies Act, 2013.

Mr. Ravi Kumar Rungta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Company has received a declaration from Mr. Ravi Kumar Rungta that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Ravi Kumar Rungta is not debarred from holding the office of Director by virtue of any order of SEBI / any other authority.

In the opinion of the Board, Mr. Ravi Kumar Rungta fulfils the criteria of independence as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the Management.

None of the Directors / Key Managerial Personnel of the Company and their relatives are interested or concerned in the resolution except Mr. Ravi Kumar Rungta.

The Board, therefore, recommends the Special Resolution for approval by members.

Item No. 11

Mr. Manoj Kumar Pandey was appointed as an Additional Director and designated as an Independent Director with effect from 16.05.2025. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Manoj Kumar Pandey will hold office only upto the date of the 59th Annual General Meeting of the Company.

CPCL, being a Government company, the appointment of Directors, including Independent Directors, is made by the Government of India. MoP&NG, vide its letter dated 13.05.2025 (effective 16.05.2025), had appointed Mr. Manoj Kumar Pandey as Independent Director for a period of three years from the date of appointment by the Board or until further orders from MoP&NG whichever is earlier.

A Notice under section 160 of the Companies Act, 2013 has been received proposing the appointment of Mr. Manoj Kumar Pandey as a Director under the Companies Act, 2013.

Mr. Manoj Kumar Pandey is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Company has received a declaration from Mr. Manoj Kumar Pandey that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Manoj Kumar Pandey is not debarred



from holding the office of Director by virtue of any order of SEBI / any other authority.

In the opinion of the Board, Mr. *Manoj Kumar Pandey* fulfils the criteria of independence as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the Management.

None of the Directors / Key Managerial Personnel of the Company and their relatives are interested or concerned in the resolution except Mr. *Manoj Kumar Pandey*.

The Board, therefore, recommends the Special Resolution for approval by members.

Item No. 12

The proposal for appointment of M/s. *M Krishnaswamy & Associates*, Cost Accountants, Chennai as the Cost Auditor of the Company for the Financial Year 2025-26 at a remuneration of ₹ 2,75,000/- plus applicable taxes and out of pocket expenses, if any, to conduct the audit of cost accounts maintained by the company was recommended by the Audit Committee on 28.03.2025 and by the Board on 28.03.2025.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the members of the company.

Hence the present resolution for remuneration of ₹ 2,75,000/- 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 2025-26 payable to M/s. *M Krishnaswamy & Associates*, Cost Accountants, Chennai, the cost auditors of the company is proposed for ratification by the members.

None of the Directors, Key Managerial Personnel and their relatives are interested in the resolution except the cost auditor.

The Board, therefore, recommends the Ordinary Resolution for approval by members.

Item No. 13

The proposal for appointment of M/s. *S Sandeep & Associates*, Company Secretaries as the Secretarial Auditors for carrying out Secretarial Audit for a term of 5 financial years starting from the financial year 2025-26 i.e. from 2025-26 to 2029-30, and to pay a remuneration at the existing fee of ₹ 90,000/- plus applicable taxes and out-of-pocket expenses, comprising of ₹ 60,000/- towards fee for secretarial audit and ₹ 30,000/- towards fee for Annual Secretarial Compliance certificate for the FY 2025-26, was recommended by the Board on 25.06.2025.

As per the provisions of Sec.204 of the Companies Act 2013, every listed company is required to carry out the Secretarial Audit by a Company Secretary. The amended regulation 24A which became effective from 13.12.2024 provides that every listed entity shall appoint an individual as Secretarial Auditor for not more than one term of five consecutive years, or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of shareholders at its Annual General Meeting. Such individual / firm shall not be eligible for re-appointment for five years after completion of their term.

Further, the Secretarial Audit Report is required to be annexed to the Directors' Report as part of its Annual Report. Any qualification or observation made by the Secretarial Auditor is to be explained in the Directors' Report.

Hence the present resolution to conduct the Secretarial Audit for a term of 5 financial years starting from the financial year 2025-26 i.e. from 2025-26 to 2029-30 and to pay a remuneration at the existing fee of ₹ 90,000/- plus applicable taxes and out-of-pocket expenses, comprising of ₹ 60,000/- towards fee for secretarial audit and ₹ 30,000/- towards fee for Annual Secretarial Compliance certificate for the FY 2025-26 of the company is proposed for ratification by the members.

None of the Directors, Key Managerial Personnel and their relatives are interested in the resolution except the Secretarial auditor.

The Board, therefore, recommends the Ordinary Resolution for approval by members.

Item No. 14

As per Section 188 of the Act, Related Party Transactions (RPT) such as sale / purchase of goods or services, disposal or lease of property of any kind, appointment of any agent for purchase or sale of any goods, materials, services or property, appointment to an office of profit and underwriting the subscription of securities / derivatives of the Company, shall require prior approval of members, if transactions exceeded such sums, as prescribed. Further, such transactions are exempt from the requirement of obtaining prior approval of members, if they are in ordinary course of business and at arms' length.

Further, Reg. 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) contains provision relating to prior approval of members for material related party transactions even if such transaction is in ordinary course of business and at arms' length.

As per Listing Regulations, an RPT with a Related Party (RP) shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions

during a financial year, exceeds ₹1000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

CPCL undertakes transactions with its Related Parties (RPs) i.e. Joint Venture Companies in the course of its business for which approval of Audit Committee is obtained in compliance with extant provisions of the Act & Listing Regulations.

In view of the provisions of Reg.23 of Listing Regulations and further clarification provided by SEBI from time to time, prior approval of members for material RPT's will have to be taken on annual basis, if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year 2026 - 27, exceeds ₹ 1000 crore or 10% of the annual consolidated turnover of CPCL as per the last audited financial statements, whichever is lower.

Material RPT's with RP's during 2026-27

As the expected value of the transactions with the RP's as mentioned at Item No. 14 is likely to exceed ₹ 1000 crore during the year 2026-27, members' approval for the material RPT's is being sought. The Audit Committee and the Board of the Company have reviewed the material RPT and recommended seeking members approval for the same.

The summary of information required under the Listing Regulations w.r.t RPT's which are likely to exceed ₹ 1000 crore during 2026-27 and require approval of members is as under:

i.	Name of the RP	Cauvery Basin Refinery and Petrochemicals Limited (CBRPL)
ii.	Nature of Relationship	Joint Venture Company (JVC) of CPCL
iii.	Nature of Business	Setting up of 9 MMTPA Refinery at Nagapattinam, TamilNadu
iv.	Type of RPT's	<ul style="list-style-type: none"> Investment in securities (Equity Investment) Reimbursement of salary of employees on deputation / other expenses and overheads incurred Sale/Lease of Property, Plant & Equipment (including but not limited to Land) together with associated Inventories, if any Assignment of Contracts / Licenses etc., together with associated obligations
v.	Material Terms and Conditions	In line with prescribed terms and conditions.
vi.	Details of source of funds for equity investment	Internal accruals
vii.	Expected value of RPT for 2026-27	₹.1500 crore
viii.	Tenure of the RPT	One year i.e. for 2026-27
ix.	Justification for RPT with the RP	For furtherance of business interest of the Company
x.	Value of RPT as % of CPCL's consolidated turnover of Rs. 71,049.95 crore for the year 2024-25	2.11 %
xi.	Maximum value of RPT during 2026-27	10% of the consolidated turnover of the Company in the preceding financial year.

None of the directors, Key Managerial Personnel and their relatives are interested in the resolution, except Mr H. Shankar and Mr. Rohit Kumar Agrawala who are on the board of CPCL and CBRPL.

The Board, therefore, recommends the Ordinary Resolution for approval by members.

Brief Resume of the Directors of the Company, Seeking Appointment / Re-Appointment at the 59th Annual General Meeting

- Mr.P. Kannan has been appointed as Director (Operations) of Chennai Petroleum Corporation Limited (CPCL) effective 01.08.2023.

Mr.P. Kannan is a B. Tech (Chemical Engineering) Graduate from Alagappa College of Technology, Anna University, Chennai. He has been with CPCL for more than 34 years and has headed Operations in both Manali and Nagapattinam Refineries and has held various positions

in Manufacturing, Process Engineering etc, prior to his appointment as Director (Operations).

During his tenure in Operations and Process Engineering, the major projects handled include Ref.III expansion, revamp of DHDS/DHDT/OHUC/HGU units, BS IV and BS VI units and fuel substitution with RLNG.

He has executed various Process & Margin improvement schemes, Energy Conservation & water conservation measures, production of value-added products like MTO, JP7 etc., reduction of Operating Costs, improvement of plant reliability and availability to ensure safe refinery operations.



He is the member of Board Project Committee and Risk Management Committee of CPCL. Inter-se relationship between Directors is none.

Number of Board Meeting attended during 2024-25	7
Details of Directorships in other companies	2
Membership / Chairmanship in the Committees of other companies	1
No. of Shares held in the company as on date	200
Relationship between Directors and Key Managerial Personnel	None
Listed Entities from which he has resigned since last 3 years	Nil

2. Shri A S Sahney, aged 54 years, is a Chemical Engineer from Harcourt Butler Technical University (HBTU), Kanpur, with over three decades of expertise in the Refinery and Petrochemical sector. He brings extensive experience from working at five of IndianOil's nine refineries. At IndianOil, he has been instrumental in commissioning and optimizing key refinery units, including the 15 MMTPA Paradip Refinery, which has significantly bolstered India's refining capacity and energy security.

Prior to his appointment as Chairman, he headed IndianOil's Petrochemical vertical, where he was instrumental in the conceptualization of various petrochemical projects, including the upcoming mega Petrochemical Complex at Paradip, poised to significantly expand IndianOil's footprint in the sector.

Number of Board Meeting attended during 2024-25	2
Details of Directorships in other companies	3
Membership / Chairmanship in the Committees of other companies	Nil
No. of Shares held in the company as on date	Nil
Relationship between Directors and Key Managerial Personnel	None
Listed Entities from which he has resigned since last 3 years	Nil

3. Mr.H. Shankar is a Mechanical Engineer and MBA in General Management with an extensive knowledge in business management, strategic planning, and leadership. With over three decades of experience in all facets of refinery operations, he has played pivotal roles in project management, leading numerous large-scale projects from inception to completion. His proficiency in contracts management has optimized costs and ensured timely resource delivery, while his in-depth knowledge of Health, Safety, and Environment (HSE) has fostered a culture of safety and environmental stewardship and driving innovation and excellence in various domains, including new energies and digitalization.

Mr.H. Shankar was appointed as Managing Director by MoPNG vide letter dated 02.04.2025

He is Chairman of Risk Management Committee and member of CSR &SD Committee, and Board Project Committee of CPCL. Inter-se relationship between Directors is none.

Number of Board Meeting attended during 2024-25	7
Details of Directorships in other companies	3
Membership / Chairmanship in the Committees of other companies	Nil
No. of Shares held in the company as on date	Nil
Relationship between Directors and Key Managerial Personnel	None
Listed Entities from which he has resigned since last 3 years	Nil

4. Shri M Anna Durai is a Mechanical Engineer from College of Engineering, Guindy and M.B.A (Finance) from Department of Management Studies, University of Madras. He has 35 years plus experience in Oil and Gas Sector. He Held key positions in Aviation, Operations, Lubricants, General Sales and Retail Sales across field Locations, Divisional Offices, State Office and Head Office, Mumbai.

Since Feb. 2024, he is heading Tamil Nadu State Office and also functioning as State Level Coordinator (Oil and Gas) for Tamil Nadu and Puducherry UT.

Brought digital indenting in POL logistics as dealer/customer convenience for first time in Oil Industry in Coimbatore Terminal in IOC during 2006, which got implemented across all India subsequently and transformed supply chain.

He is the member of Risk Management Committee of CPCL. Inter-se relationship between Directors is none.

Number of Board Meeting attended during 2024-25	2
Details of Directorships in other companies	Nil
Membership / Chairmanship in the Committees of other companies	Nil
No. of Shares held in the company as on date	Nil
Relationship between Directors and Key Managerial Personnel	None
Listed Entities from which he has resigned since last 3 years	Nil

5. Shri. Deepak Srivastava born on 30.06.1981 was appointed as a Director on the Board of CPCL with effect from 02.11.2024. He holds a Bachelor's Degree in Technology and belongs to the 2008 batch of Indian Ordnance Factories Service (OFS). Presently, he is Director, Ministry of Petroleum and Natural Gas, Government of India.

He is the member of Audit Committee, CSR &SD Committee, Stakeholder Relationship Committee, Nomination & Remuneration Committee and Board Project Committee of CPCL. Inter-se relationship between Directors is none.

Number of Board Meeting attended during 2024-25	5
Details of Directorships in other companies	Nil
Membership / Chairmanship in the Committees of other companies	Nil
No. of Shares held in the company as on date	Nil
Relationship between Directors and Key Managerial Personnel	None
Listed Entities from which he has resigned since last 3 years	Nil

6. Dr. C K Shivanna holds a Post Graduate Degree in Medicine from Manipal Academy of Higher Education (1993). He served as Independent Director of CPCL from 16.11.2021 to 16.11.2024. He is owner of Shiva Health Care from 2015 and also Director of SLN Builders & Developers Private Limited.

He is the Chairman of CSR & SD Committee, Stakeholder relationship committee and member of Audit Committee, Nomination & Remuneration Committee of CPCL. Inter-se relationship between Directors is none.

Number of Board Meeting attended during 2024-25	5
Details of Directorships in other companies	1
Membership / Chairmanship in the Committees of other companies	Nil
No. of Shares held in the company as on date	Nil
Relationship between Directors and Key Managerial Personnel	None
Listed Entities from which he has resigned since last 3 years	Nil

7. Shri. Ravi Kumar Rungta holds a Bachelor's Degree in Commerce from Calcutta University (1991). He has more than 28 years of experience in Construction field. He served as Independent Director of CPCL from 16.11.2021 to 16.11.2024. He is also Director of M/s. Ravi Realcons Pvt. Ltd., since 1992. and M/s. Rungta Realty & Leisures Pvt. Ltd.

He is the Chairman of Audit Committee, Nomination & Remuneration Committee & Board Project Committee and member of Risk Management Committee of CPCL. Inter-se relationship between Directors is none.

Number of Board Meeting attended during 2024-25	5
Details of Directorships in other companies	2
Membership / Chairmanship in the Committees of other companies	Nil
No. of Shares held in the company as on date	Nil
Relationship between Directors and Key Managerial Personnel	None
Listed Entities from which he has resigned since last 3 years	Nil

8. Shri Manoj Kumar Pandey is a commerce graduate from the University of Calcutta, with a distinguished career dedicated to community development, social empowerment, and inclusive growth. He brings a strategic perspective to social impact initiatives, having worked at the intersection of business and social development. He served as the Nominee Director at Paschim Banga Gramin Bank under the Ministry of Finance, Government of India, from 2008 to 2017. He also served as a member of the Central Board of Film Certification (CBFC) from 2007 to 2010.

He is the member of Audit Committee and Nomination & Remuneration Committee of CPCL. Inter-se relationship between Directors is none.

Number of Board Meeting attended during 2024-25	NA
Details of Directorships in other companies	Nil
Membership / Chairmanship in the Committees of other companies	Nil
No. of Shares held in the company as on date	Nil
Relationship between Directors and Key Managerial Personnel	None
Listed Entities from which he has resigned since last 3 years	Nil

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 : 25.06.2025
Place : Chennai