

Sec.3.4.I(L)

8<sup>th</sup> January, 2018

The Secretary,  
**BSE Ltd.**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001  
**BSE Scrip Code : 500547**

The Secretary,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Plot No C/1,  
G Block, Bandra-Kurla Complex,  
Mumbai 400 051  
**NSE Symbol: BPCL**

Dear Sir/Madam,

**Sub: Compliance Report on Corporate Governance under Regulation 27(2)(a) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

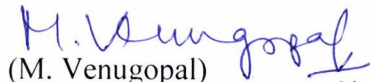
We are submitting herewith the Quarterly Compliance Report on Corporate Governance for the 3<sup>rd</sup> Quarter ended 31<sup>st</sup> December, 2017 in the prescribed format as required under Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to kindly take the above on record.

Thanking You,

Yours faithfully,

For Bharat Petroleum Corporation Limited

  
(M. Venugopal)  
Company Secretary

Encl.: A/a



**ANNEXURE I**

Format to be submitted by Listed Entity on Quarterly basis

 1. Name of Listed Entity: **BHARAT PETROLEUM CORPORATION LIMITED**

2. Quarter ending 31 December 2017

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non- Executive/independent/Nominee)	Date of Appointment	Date of Cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Rajkumar Duraiswamy	PAN: AAAPD3436D DIN: 00872597	Chairperson- Executive (Chairman & Managing Director)	01/10/2016	-	-	2	1	1
Mr	Shrikant Prakash Gathoo	PAN: AACPG9587E DIN: 05102526	Executive- (Director Human Resources)	03/11/2011	01.11.2017	-	1	1	-
Mr	Ramesh Srinivasan	PAN: AABPR9148P DIN: 07164250	Executive- (Director Marketing)	01/03/2016	-	-	2	-	-
Mr	Ramamoorthy Ramachandran	PAN: AADPR4980P DIN: 07049995	Executive- (Director Refineries)	01/08/2016	-	-	1	-	-
Mr	Sivakumar Krishnamurthy	PAN: AAOPS9293B DIN: 06913284	Executive- (Director Finance)	01/05/2017	-	-	1	2	-
Mr	Anant Kumar Singh	PAN: AJMPS4436M DIN: 07302904	Non Executive- Nominee (Government Director)	02/01/2016	28.11.2017	-	1	-	-
Mr	Rajiv Bansal	PAN: AANPB1019R DIN:00245460	Non Executive- Nominee (Government Director)	28.11.2017	-	3 years	2	-	-
Mr	Paul Antony	PAN: ACDPA1609E DIN: 02239492	Non Executive- Nominee (Government Director)	19/04/2017	-	3 years	1	-	-
Mr	Rajesh Kumar Mangal	PAN: ACEPM9449H DIN: 03033081	Non Executive-Independent	01/12/2015	-	3 years	2	1	1
Mr	Deepak Bhojwani	PAN: AEZPB7487D DIN: 07351577	Non Executive-Independent	01/12/2015	-	3 years	1	2	-



Mr	Gopal Chandra Nanda	PAN: AAGPN8433N DIN: 06441034	Non Executive-Independent	01/12/2015	-	3 years	1	2	1
Mr	Vishal Vinod Sharma	PAN: AACPS9765J DIN:01213441	Non Executive-Independent	09/02/2017	-	3 years	1	1	-
Mrs	Jane Mary Shanti Sundharam	PAN: ABCPS1545F DIN:06536055	Non-Executive-Independent	21/09/2017	-	3 years	1	-	-
Mr	Vinay Sheel Oberoi	PAN: AAAP02210Q DIN: 07943886	Non-Executive-Independent	21/09/2017	-	3 years	1	-	-
Mrs	Tamilisai Soundararajan	PAN: ADIPT3729J DIN: 07949616	Non-Executive-Independent	28/09/2017	-	3 years	1	-	-

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	1. Shri Rajesh Kumar Mangal	Chairperson-Non Executive-Independent
	2. Shri Deepak Bhojwani	Non Executive-Independent
	3. Shri Gopal Chandra Nanda	Non Executive-Independent
	4. Shri Vishal Vinod Sharma	Non Executive-Independent
2. Nomination & Remuneration Committee	1. Shri Deepak Bhojwani	Chairperson-Non Executive-Independent
	2. Shri Gopal Chandra Nanda	Non Executive-Independent
	3. Shri Vishal Vinod Sharma	Non Executive-Independent
	4. Shri Rajiv Bansal	Non Executive-Nominee(Government Director)
3. Risk Management Committee	1. Shri Rajesh Kumar Mangal	Chairperson-Non Executive-Independent
	2. Shri Sivakumar Krishnamurthy	Executive-(Director Finance)
	3. Shri Ramesh Srinivasan	Executive-(Director Marketing)
	4. Shri Ramamoorthy Ramachandran	Executive- (Director Refineries)
	5. Vishal Vinod Sharma	Non Executive-Independent
4. Stakeholders Relationship Committee	1. Shri Gopal Chandra Nanda	Chairperson-Non Executive-Independent
	2. Shri Sivakumar Krishnamurthy	Executive-(Director Finance)
	3. Shri Deepak Bhojwani	Non Executive-Independent

## III. Meeting of Board of Directors

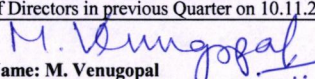
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
24th July, 2017, 11th August, 2017, 12th September, 2017	25th October, 2017; 10th November, 2017; 15th December, 2017	42

## IV. Meeting of Committees

Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Dates of Audit Committee Meetings: 25th October, 2017; 10th November, 2017; 14th December 2017 Dates of Nomination & Remuneration Committee Meetings: 25th October, 2017 of Risk Management Committee: 10th November, 2017; 14th December, 2017	Yes	Dates of Audit Committee Meetings: 21st July, 2017, 11th August, 2017, 12th September, 2017). Dates of Risk Management Committee Meeting: 11th August, 2017	Audit Committee: 42

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<b>II. Composition of Committees</b>	
<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee	Yes
b. Nomination & remuneration committee	Yes
c. Stakeholders relationship committee	Yes
d. Risk management committee (applicable to the top 100 listed entities)	Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Report for Quarter ended 30.09.2017 was placed before Board of Directors in previous Quarter on 10.11.2017. Report for Quarter ended 31.12.2017 will be placed in the Board meeting during current Quarter.	
 Name: M. Venugopal Designation: Company Secretary & Compliance Officer Company: Bharat Petroleum Corporation Limited 08.01.2018	