

Sec.3.4.1(L)

11th January, 2023

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 400051
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 enclosing the Compliance Report on Corporate Governance for the quarter ended 31st December, 2022 in the prescribed format under Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

Yours faithfully,
For Bharat Petroleum Corporation Limited



(V. Kala)
Company Secretary

General information about company	
Scrip code	500547
NSE Symbol	BPCL
MSEI Symbol	NOT LISTED
ISIN	INE029A01011
Name of the entity	BHARAT PETROLEUM CORPORATION LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	31-12-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities



Annexure I
Annexure I to be submitted by listed entity on quarterly basis
Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																									
Whether the listed entity has a Regular Chairperson																									
Yes																									
Whether Chairperson is related to MD or CEO																									
No																									
Disqualification of Directors under section 166 of the Companies Act, 2013																									
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(LA) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity [Refer Regulation 17A of Listing Regulations]	No of Independent Directorship in listed entities including this listed entity [Refer Regulation 17A(1) of Listing Regulations]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 24(1) of Listing Regulations]	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 24(1) of Listing Regulations]	Notes for not providing PAN	Notes for not providing DIN	
1	Mr	Arun Kumar Singh	06646894	Executive Director	Not Applicable	CEO-MD	06-10-1962	No				Active	NA							2	0	0	0		
2	Mr	Vetisa Ramakrishna Gupta	08188547	Executive Director	Chairperson	CEO-MD	29-06-1971	No				Active	NA		01-10-2018	30-08-2019	01-11-2022			2	0	0	0		
3	Mr	Sanjay Khanna	09485131	Executive Director	Not Applicable		11-05-1969	No				Active	NA		07-09-2021	27-09-2021				2	0	0	1	0	
4	Mr	Sukhmal Kumar Jain	09206648	Executive Director	Not Applicable		16-04-1965	No				Active	NA		22-02-2022	12-04-2022				1	0	0	0		
5	Mrs	Yatinder Prasad	08564506	Non-Executive - Nominee Director	Not Applicable		07-04-1969	No				Active	NA		22-08-2022	16-11-2022				2	0	0	1	0	
6	Mrs	Karnini Chauhan Ratan	09831741	Non-Executive - Nominee Director	Not Applicable		13-07-1971	No				Active	NA		29-10-2022	29-10-2022	20-12-2022			1	0	0	0		
7	Mr	Suman Billa	00168821	Non-Executive - Nominee Director	Not Applicable		24-12-1970	No				Active	NA		21-12-2022	21-12-2022				1	0	0	0		
8	Mr	Pradheep Vishambhar Agrawal	00048699	Non-Executive - Independent Director	Not Applicable		20-07-1969	No				Active	NA		16-03-2021	17-04-2022		14.00		1	1	1	0		
9	Mr	Bhagwati Prasad Saraswat	09396479	Non-Executive - Independent Director	Not Applicable		30-06-1960	No				Active	NA		12-11-2021	17-04-2022		14.00		1	1	2	1		
10	Mr	Ghanshyam Sher	09396915	Non-Executive - Independent Director	Not Applicable		01-08-1956	No				Active	NA		12-11-2021	17-04-2022		14.00		1	1	0	0		
11	Mrs	Atsaryea Biswal	09396589	Non-Executive - Independent Director	Not Applicable		20-11-1979	No				Active	NA		12-11-2021	17-04-2022		14.00		1	1	1	0		
12	Mr	Gopal Krishan Agarwal	00226120	Non-Executive - Independent Director	Not Applicable		01-06-1962	No				Active	NA		12-11-2021	17-04-2022		14.00		1	1	2	1		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00226120	Gopal Krishan Agarwal	Non-Executive - Independent Director	Chairperson	04-12-2021		
2	00048699	Pradeep Vishambhar Agrawal	Non-Executive - Independent Director	Member	04-12-2021		
3	09396479	Bhagwati Prasad Saraswat	Non-Executive - Independent Director	Member	16-02-2022		
4	09396915	Ghanshyam Sher	Non-Executive - Independent Director	Member	04-12-2021	21-10-2022	

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09396915	Ghanshyam Sher	Non-Executive - Independent Director	Chairperson	21-10-2022		Textual Information(1)
2	09396479	Bhagwati Prasad Saraswat	Non-Executive - Independent Director	Member	04-12-2021		
3	09396589	Aiswarya Biswal	Non-Executive - Independent Director	Member	04-12-2021		
4	09831741	Kamini Chauhan Ratan	Non-Executive - Nominee Director	Member	21-12-2022		
5	08564506	Yatinder Prasad	Non-Executive - Nominee Director	Member	29-10-2022	20-12-2022	

Sr Text Block

Textual Information(1)

Shri Ghanshyam Sher was appointed as Chairman of the Committee in place of Shri Bhagwati Prasad Saraswat as on 21-10-2022



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09396479	Bhagwati Prasad Saraswat	Non-Executive - Independent Director	Chairperson	21-10-2022		Textual Information(1)
2	08188547	Vetsa Ramakrishna Gupta	Executive Director	Member	07-09-2021		
3	09396589	Aiswarya Biswal	Non-Executive - Independent Director	Member	16-02-2022		
4	00226120	Gopal Krishan Agarwal	Non-Executive - Independent Director	Member	16-02-2022		
5	09206648	Sukhmal Kumar Jain	Executive Director	Member	20-09-2022		
6	09396915	Ghanshyam Sher	Non-Executive - Independent Director	Chairperson	16-02-2022	21-10-2022	

Sr Text Block

Textual Information(1)

Shri Bhagwati Prasad Saraswat was appointed as Chairman of the Committee in place of Shri Ghanshyam Sher as on 21-10-2022



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00226120	Gopal Krishan Agarwal	Non-Executive - Independent Director	Chairperson	16-02-2022		
2	08188547	Vetsa Ramakrishna Gupta	Executive Director	Member	07-09-2021		
3	09485131	Sanjay Khanna	Executive Director	Member	22-02-2022		
4	09396915	Ghanshyam Sher	Non-Executive - Independent Director	Member	21-10-2022		
5	00048699	Pradeep Vishambhar Agrawal	Non-Executive - Independent Director	Member	21-10-2022		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09396589	Aiswarya Biswal	Non-Executive - Independent Director	Chairperson	16-02-2022		
2	09396915	Ghanshyam Sher	Non-Executive - Independent Director	Member	21-10-2022		
3	08188547	Vetsa Ramakrishna Gupta	Executive Director	Member	07-09-2021		
4	00368821	Suman Billa	Non-Executive - Nominee Director	Member	16-03-2022		
5	09831741	Kamini Chauhan Ratan	Non-Executive - Nominee Director	Member	21-12-2022		
6	08564506	Yatinder Prasad	Non-Executive - Nominee Director	Member	29-10-2022	20-12-2022	

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

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Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)					
1	22-07-2022				Yes	10	10	5
2	06-08-2022		14		Yes	10	10	5
3	22-08-2022		15		Yes	10	10	5
4	29-08-2022		6		Yes	11	9	4
5	20-09-2022		21		Yes	11	11	5
6		29-10-2022	38		Yes	10	10	5
7		07-11-2022	8		Yes	10	10	5
8		20-12-2022	42		Yes	9	8	5

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	21-07-2022				Yes	4	4	4	0
2	Audit Committee	06-08-2022	15			Yes	4	4	4	0
3	Audit Committee	19-09-2022	43			Yes	4	4	4	0
4	Audit Committee	29-10-2022	39			Yes	3	3	3	0
5	Audit Committee	07-11-2022	8			Yes	3	3	3	0
6	Nomination and remuneration committee	22-08-2022				Yes	3	2	2	0

Annexure 1

IV. Meeting of Committees

Sl	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Nomination and remuneration committee	19-09-2022	27			Yes	3	3	2	0
8	Nomination and remuneration committee	03-11-2022	44			Yes	4	3	3	0
9	Risk Management Committee	06-12-2022				Yes	5	5	3	0
10	Corporate Social Responsibility Committee	06-08-2022				Yes	4	4	1	0
11	Corporate Social Responsibility Committee	19-08-2022	12			Yes	4	4	1	0
12	Corporate Social Responsibility Committee	22-08-2022				Yes	4	4	1	0
13	Corporate Social Responsibility Committee	14-09-2022	22			Yes	4	3	1	0
14	Corporate Social Responsibility Committee	20-09-2022	5			Yes	4	4	1	0
15	Corporate Social Responsibility Committee	18-11-2022	58			Yes	5	3	2	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	V. Kala
2	Designation	Company Secretary



Signatory Details	
Name of signatory	V. Kala
Designation of person	Company Secretary
Place	Mumbai
Date	09-01-2023

A handwritten signature in blue ink, consisting of a large loop at the top and a vertical line extending downwards.