

Sec.3.4.3

25<sup>th</sup> February, 2025

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: Notice of Postal Ballot**

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of Postal Ballot dated 25.02.2025 for seeking approval of the shareholders in respect of the following Ordinary Resolutions:-

Item No.	Resolution	Description of the Resolution
1.	Ordinary Resolution	Approval of Material Related Party Transaction(s) to be entered into with Falcon Oil & Gas B.V. for the Financial Year 2025-26
2.	Ordinary Resolution	Approval of Material Related Party Transaction(s) to be entered into with Indraprastha Gas Limited for the Financial Year 2025-26
3.	Ordinary Resolution	Approval of Material Related Party Transaction(s) to be entered into with Indraprastha Gas Limited for the Financial Year 2025-26
4.	Ordinary Resolution	Approval of Material Related Party Transaction(s) to be entered into with Petronet LNG Limited for the Financial Year 2025-26
5.	Ordinary Resolution	Approval of Material Related Party Transaction(s) to be entered into with Sabarmati Gas Limited for the Financial Year 2025-26
6.	Ordinary Resolution	Approval of Material Related Party Transaction to be entered into for conversion of loan given by BPRL Ventures BV to IBV Brazil Petroleo Limitada into quotas (equity) of IBV Brazil Petroleo Limitada

This is for your information.

Thanking you,

For Bharat Petroleum Corporation Limited

(V. Kala)  
Company Secretary



**BHARAT PETROLEUM CORPORATION LIMITED**  
Corporate Identification Number (CIN): L23220MH1952GOI008931  
Registered Office: Bharat Bhavan,  
4&6 Currimbhoy Road, Ballard Estate, Mumbai 400001  
Tel. No: 2271 3000/4000  
E-mail: [info@bharatpetroleum.in](mailto:info@bharatpetroleum.in) Website: [www.bharatpetroleum.in](http://www.bharatpetroleum.in)

### **Notice of Postal Ballot**

[Pursuant to Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and MCA Circulars]

Notice is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard- 2 issued by Institute of Company Secretaries of India ("**SS-2**"), (including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force), read with General Circular 09/2024 dated 19<sup>th</sup> September, 2024 issued by Ministry of Corporate Affairs ("**MCA Circulars**") and such other applicable laws and regulations and circulars, the Ordinary Resolutions as set out in this notice are proposed for approval of the members of the Company ("**Members**") through Postal Ballot by electronic voting ("**e-voting**").

#### **Item No.1: Approval of Material Related Party Transaction(s) to be entered into with Falcon Oil & Gas B.V. for the Financial Year 2025-26**

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

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies Act, 2013 and in accordance with the Related Party Transaction Policy of the Company, the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) in the nature of Purchase of Crude Oil to be entered into with Falcon Oil & Gas B.V. for the Financial Year 2025-26 for a value of upto Rs.3,100 Crore (upto Rupees Three Thousand One Hundred Crore Only) and that the Board of Directors of the Company or any other person(s) authorized by the Board, be and is hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

**Item No.2: Approval of Material Related Party Transaction(s) to be entered into with Indraprastha Gas Limited for the Financial Year 2025-26**

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

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies Act, 2013 and in accordance with the Related Party Transaction Policy of the Company, the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) in the nature of purchase of Compressed Natural Gas (CNG) (including Compressed Bio Gas (CBG)) and rendering of services towards facility charges and electricity reimbursement to be entered into with Indraprastha Gas Limited for the Financial Year 2025-26 for a value of upto Rs.2,320 Crore (upto Rupees Two Thousand Three Hundred and Twenty Crore Only) and that the Board of Directors of the Company or any other person(s) authorized by the Board, be and is hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

**Item No.3: Approval of Material Related Party Transaction(s) to be entered into with Indraprastha Gas Limited for the Financial Year 2025-26**

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

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies Act, 2013 and in accordance with the Related Party Transaction Policy of the Company, the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) in the nature of sale of Regasified Liquified Natural Gas (RLNG) to be entered into with Indraprastha Gas Limited for the Financial Year 2025-26 for a value of upto Rs.1,100 Crore (upto Rupees One Thousand One Hundred Crore Only) and that the Board of Directors of the Company or any other person(s) authorized by the Board, be and is hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

**Item No.4: Approval of Material Related Party Transaction(s) to be entered into with Petronet LNG Limited for the Financial Year 2025-26**

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

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies Act, 2013 and in accordance with the Related Party Transaction Policy of the Company, the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) in the nature of purchase of Regasified Liquified Natural Gas (RLNG) at Kochi & Dahej Terminal to be entered into with Petronet LNG Limited for the Financial Year 2025-26 for a value of upto Rs.8,850 Crore (upto Rupees Eight Thousand Eight Hundred and Fifty Crore Only) and that the Board of Directors of the Company or any other person(s) authorized by the Board, be and is hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

**Item No.5: Approval of Material Related Party Transaction(s) to be entered into with Sabarmati Gas Limited for the Financial Year 2025-26**

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

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies Act, 2013 and in accordance with the Related Party Transaction Policy of the Company, the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) in the nature of purchase of Compressed Natural Gas (CNG) (including Compressed Bio Gas (CBG)) and rendering of service towards facility charges and electricity reimbursement to be entered into with Sabarmati Gas Limited for the Financial Year 2025-26 for a value of upto Rs.1,025 Crore (upto Rupees One Thousand and Twenty Five Crore Only) and that the Board of Directors of the Company or any other person(s) authorized by the Board, be and is hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

**Item No.6: Approval of Material Related Party Transaction to be entered into for conversion of loan given by BPRL Ventures BV to IBV Brazil Petroleo Limitada into quotas (equity) of IBV Brazil Petroleo Limitada**

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

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies Act, 2013 and in accordance with the Related Party Transaction Policy of the Company, the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction pertaining to conversion of loan given by BPRL Ventures BV to IBV Brazil Petroleo Limitada, amounting to USD 274.86 Mn (~ Rs.2,364 Crore considering USD 1= INR 86) into quotas (equity) of IBV Brazil Petroleo Limitada and that the Board of Directors of the Company or any other person(s) authorized by the Board, be and is hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

By Order of the Board of Directors  
Sd/-  
**(V. Kala)**  
Company Secretary

Place : Mumbai

Date : 25<sup>th</sup> February, 2025

**Registered Office:**

Bharat Bhavan, 4 & 6 Currimbhoy Road, Ballard Estate, Mumbai 400 001

CIN: L23220MH1952GOI008931 Phone: 2271 3000 / 4000

Email: [info@bharatpetroleum.in](mailto:info@bharatpetroleum.in) Website: [www.bharatpetroleum.in](http://www.bharatpetroleum.in)

**Notes:**

1. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. The communication of the assent or dissent of the Members would also take place through e-voting only. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable mutatis mutandis for passing of Resolution through Postal Ballot by voting through electronic means (“**remote e-voting**”).
2. For voting through remote e-voting as per the facilities arranged by the Company, Members are requested to read the instructions in the Notes under the section “The Process and manner of voting electronically using NSDL e-Voting system” of this Notice.
3. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with applicable Rules made thereunder and Secretarial Standard- 2 on General Meetings (“**SS-2**”) stating all material facts and the reasons for the proposal is annexed herewith and forms a part of the Notice.
4. In accordance with the MCA and SEBI Circulars, the Company is sending this Notice for Postal Ballot to the members in electronic form only. Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. In line with the MCA Circulars, Postal Ballot notice will be available on the website of the Company at [www.bharatpetroleum.in](http://www.bharatpetroleum.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and will also be available on the website of National Securities Depository Limited (NSDL) (agency for providing the remote e-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. The Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/Beneficial Owners as received from NSDL and CDSL as on Friday, 21<sup>st</sup> February, 2025 and whose e-mail IDs are registered with the Company/ Depositories (NSDL/CDSL). Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Registrar and Transfer Agents (RTA) of the Company, M/s. Data Software Research Company Pvt. Ltd. (DSRC) at [bpcl@dsrc-cid.in](mailto:bpcl@dsrc-cid.in) with details of folio number and attaching a self-attested copy of PAN card. Details are available at <https://www.bharatpetroleum.in/bharat-petroleum-for/Investors/Form%20ISR-1%20KYC%20details%20updatation.pdf>
6. In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Members whose names appear on the Register of Members/Register of Beneficial Owners as on cut-off date i.e. Friday, 21<sup>st</sup> February, 2025 will only be considered for the purpose of e-voting. A person who is not a member as on the cut-off date should treat this notice of Postal Ballot for information purpose only.
7. The remote e-voting period will commence from **9.00 a.m. Friday, 28<sup>th</sup> February, 2025 and ends at 5.00 p.m. on Saturday, 29<sup>th</sup> March, 2025**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members as per para (6) above, are therefore requested to give their assent/dissent for the Resolutions contained in this notice by remote e-voting during the time period mentioned above.
8. Votes cast during the above time schedule will only be eligible for being considered. In case vote is not cast during the above time schedule it will be strictly considered that no vote has been received from the shareholder.
9. The Company has, in compliance with Rule 22 (5) of the Rules, appointed Smt. Ragini Chokshi (C.P. No 1436) Practising Company Secretary (Membership No.: 2390) of Ragini Chokshi & Co. Company Secretaries, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

10. The Scrutinizer after the conclusion of the remote e-voting on Saturday, 29<sup>th</sup> March, 2025 will submit the Consolidated Scrutinizer's Report within the prescribed time to the Chairman & Managing Director of the Company or any other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e-voting.
11. The Result of the Postal Ballot will be announced on or before 5.00 pm on Tuesday, 1<sup>st</sup> April, 2025 at the Registered Office of the Company at Bharat Bhavan, 4&6 Currimbhoy Road, Ballard Estate, Mumbai 400 001.
12. The results declared along with the report of the scrutinizer shall be placed on the website of the Company at [www.bharatpetroleum.in](http://www.bharatpetroleum.in), website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be available on the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
13. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
14. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. The voting rights shall be reckoned on the Equity Shares registered in the name of the Members as on Friday, 21<sup>st</sup> February, 2025. Once the vote is cast on the Resolution, it cannot be modified.
15. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
16. Members are requested to read the instructions in the Notes under the “The Process and manner of voting electronically using NSDL e-Voting system” in this Postal Ballot Notice. Members are requested to cast their vote through the e-voting process from **9.00 a.m. on Friday, 28<sup>th</sup> February, 2025 up to 5.00 p.m. on Saturday, 29<sup>th</sup> March, 2025**. Votes cast during the above time schedule will only be eligible for being considered.
17. The Resolutions, if passed by the requisite majority shall be deemed to have been passed on **Saturday, 29<sup>th</sup> March, 2025** the last date specified for receipt of votes through the e-voting process.
18. The vote in this Postal Ballot cannot be exercised through proxy.
19. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members seeking to inspect such documents can send an email to [ssc@bharatpetroleum.in](mailto:ssc@bharatpetroleum.in).
20. Members may send their queries related to item included in the Postal Ballot notice on the email [ssc@bharatpetroleum.in](mailto:ssc@bharatpetroleum.in) from their registered email address, mentioning their name, folio number/DP ID- Client ID as applicable, mobile number, copy of PAN Card.

### **Process and manner of voting electronically using NSDL e-Voting system**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 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.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing myeasi username &amp; password.</li> <li>2. 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. Additionally, there is 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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



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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
2. Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mail@csraginichokshi.com](mailto:mail@csraginichokshi.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [ssc@bharatpetroleum.in](mailto:ssc@bharatpetroleum.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [ssc@bharatpetroleum.in](mailto:ssc@bharatpetroleum.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **ANNEXURE TO THE NOTICE OF THE POSTAL BALLOT**

### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

#### **Item No.1: Approval of Material Related Party Transaction(s) to be entered into with Falcon Oil & Gas B.V. for the Financial Year 2025-26**

Falcon Oil & Gas B.V. is a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations.

The Company is proposing to enter into certain business transactions with Falcon Oil & Gas B.V. for the Financial Year 2025-26. The nature of transaction(s) is in the form of purchase of crude oil from Falcon Oil & Gas B.V. All transaction(s) to be entered into by the Company with Falcon Oil & Gas B.V. are in the ordinary course of business and are on arm's length basis and reviewed and recommended by the Board for placing it for approval of the shareholders in compliance with the provisions of the Act/Listing Regulations/Related Party Transaction Policy of the Company.

It may be noted that as per the definition provided in the explanation to Regulation 23(1) of Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such Resolution whether the entity is a related party to the particular transaction or not.

The value of the transaction(s) with Falcon Oil & Gas B.V., for Financial Year 2025-26, are estimated to be upto Rs.3,100 crore (upto Rupees Three Thousand One Hundred Crore Only) and this amount exceeds the threshold limit of Rs.1,000 Crore, one of the criteria prescribed above in the definition of Material Related Party Transactions and therefore it is a Material Related Party Transaction.

BPCL has been entering into similar transactions with Falcon Oil and Gas B.V. in the past as well. The value of transactions in the past three years were as follows:

2023-24	:	Rs.2,863.35 Crore
2022-23	:	Rs.3,693.45 Crore
2021-22	:	Rs.2,298.37 Crore

Vide Postal Ballot Notice dated 23<sup>rd</sup> February, 2024, a total amount upto Rs.4,000 Crore was approved by shareholders for the year 2024-25. Against this the actual value of transaction incurred was Rs.2,270 Crore (April-December 2024). The estimated value of transaction with Falcon Oil & Gas B.V. during Financial Year 2024-25 is expected to be Rs.2,933 Crore. The decrease in estimated value of transaction vis-à-vis the approved value of transaction is due to the volatility in international crude prices and fluctuating patterns of demand and supply.

Approval of the Members of the Company is therefore required in terms of Regulation 23(4) of the Listing Regulations, by way of passing of an Ordinary Resolution for the aforesaid Material Related Party Transactions to be entered into for Financial Year 2025-26.

Details to be placed before Members in line with the SEBI Circular are given below:

Sr. No.	Particulars	Remarks
i.	Type, material terms and particulars of the proposed transaction;	Purchase transaction as per details mentioned above. All transactions to be entered into are at arm's length and in ordinary course of business.
ii.	Name of the related party and its relationship with BPCL or its subsidiary, including nature of its concern or interest (financial or otherwise)	Falcon Oil & Gas B.V. is a Joint Venture Company in which BPCL holds 30% of Share Capital through its wholly owned subsidiary company Bharat PetroResources Limited (BPRL).
iii.	Tenure of the proposed transaction (particular tenure shall be specified);	Recurring Nature and approval is for Financial Year 2025-26.
iv.	Value of the proposed transaction.	Upto Rs.3,100 Crore
v.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Around 0.61%
vi.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure.</li> </ul> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT;</p>	Not Applicable
vii.	Justification as to why the RPT is in the interest of the listed entity;	Arrangement is commercially beneficial.
viii.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable

ix.	Any other information that may be relevant	BPCL has been entering into similar transactions with Falcon Oil and Gas B.V. since the year 2018-19. The details of transactions in the last three years are given above.
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Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting.

The Board of Directors, accordingly, recommends the passing of the proposed Ordinary Resolution as contained in Item No.1 of the Notice.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolution only to the extent of their shareholding.

**Item No.2: Approval of Material Related Party Transaction(s) to be entered into with Indraprastha Gas Limited for the Financial Year 2025-26**

Indraprastha Gas Limited is a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations.

The Company is proposing to enter into certain business transactions with Indraprastha Gas Limited for the Financial Year 2025-26. The nature of transactions are in the form of purchase of Compressed Natural Gas (including Compressed Bio Gas), and rendering services towards facility charges and electricity reimbursement to Indraprastha Gas Limited. All transactions to be entered into by the Company with Indraprastha Gas Limited are in the ordinary course of business and are on arm's length basis and reviewed and recommended by the Board for placing it for approval of the shareholders in compliance with the provisions of the Act/Listing Regulations/ Related Party Transaction Policy of the Company.

It may be noted that as per the definition provided in the explanation to Regulation 23(1) of Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such Resolution whether the entity is a related party to the particular transaction or not.

The value of transactions with Indraprastha Gas Limited for the Financial Year 2025-26 are estimated to be upto Rs.2,320 Crore (upto Rupees Two Thousand Three Hundred and Twenty Crore Only) and this amount exceeds the threshold limit of Rs.1,000 Crore, one of the criteria prescribed above in the definition of Material Related Party Transactions and therefore it is a Material Related Party Transaction.

BPCL has been entering into similar transactions with Indraprastha Gas Limited in the past as well. The value of transactions in the past three years were as follows:

2023-24	:	Rs.1,477.86 Crore
2022-23	:	Rs.1,260.52 Crore
2021-22	:	Rs.667.07 Crore



Vide Postal Ballot Notice dated 23<sup>rd</sup> February, 2024, a total amount of Rs.2,820 Crore was approved by shareholders for the year 2024-25. Against this the actual value of transaction incurred was Rs.1,138 Crore (April-December 2024), out of which Rs.1,096 Crore was towards purchase of Compressed Natural Gas (including Compressed Bio Gas) and remaining amount was towards rendering services in the form of facility charges and electricity reimbursement. The estimated value of the transaction with Indraprastha Gas Limited during Financial Year 2024-25 is expected to be Rs.1,641 Crore. The decrease in estimated value of transactions vis-à-vis the approved value is due to variation in product prices and fluctuating patterns of demand and supply.

Approval of the Members of the Company is therefore required in terms of Regulation 23(4) of the Listing Regulations by way of passing of an Ordinary Resolution for the aforesaid Material Related Party Transactions to be entered into for the Financial Year 2025-26.

Details to be placed before Members in line with the SEBI Circular are given below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
i.	Type, material terms and particulars of the proposed transaction;	Purchase transaction as detailed above. All transactions to be entered into are at arm's length and in ordinary course of business.
ii.	Name of the related party and its relationship with BPCL, including nature of its concern or interest (financial or otherwise)	Indraprastha Gas Limited is an Associate Company in which BPCL holds 22.50% of Share Capital.
iii.	Tenure of the proposed transaction (particular tenure shall be specified);	Recurring Nature and approval is for Financial Year 2025-26.
iv.	Value of the proposed transaction;	Upto Rs.2,320 Crore
v.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Around 0.46%
vi.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure. iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable

	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT;	
vii.	Justification as to why the RPT is in the interest of the listed entity;	Arrangement is commercially beneficial.
viii.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
ix.	Any other information that may be relevant	BPCL has been entering into similar transactions with Indraprastha Gas Limited since the year 1997. The details of transactions in the last three years are given above.

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting.

The Board of Directors, accordingly, recommends the passing of the proposed Ordinary Resolution as contained in Item No.2 of the Notice.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolution only to the extent of their shareholding.

**Item No.3: Approval of Material Related Party Transaction(s) to be entered into with Indraprastha Gas Limited for the Financial Year 2025-26**

Indraprastha Gas Limited is a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations.

The Company is proposing to enter into certain business transactions with Indraprastha Gas Limited for the Financial Year 2025-26. The nature of transactions are in the form of sale of Regasified Liquefied Natural Gas (RLNG) at different locations across India to Indraprastha Gas Limited. All transactions to be entered into by the Company with Indraprastha Gas Limited are in the ordinary course of business and are on arm's length basis and reviewed and recommended by the Board for placing it for approval of the shareholders in compliance with the provisions of the Act/Listing Regulations/Related Party Transaction Policy of the Company.

It may be noted that as per the definition provided in the explanation to Regulation 23(1) of Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such Resolution whether the entity is a related party to the particular transaction or not.

The value of transactions with Indraprastha Gas Limited for the Financial Year 2025-26 are estimated to be upto Rs.1,100 Crore (upto Rupees One Thousand One Hundred Crore Only) and this amount exceeds the threshold limit of Rs.1,000 Crore, one of the criteria prescribed above in the definition of Material Related Party Transactions and therefore it is a Material Related Party Transaction.

BPCL has been entering into similar transactions with Indraprastha Gas Limited in the past as well. However, as the value of transactions was below Rs.1,000 Crore, shareholders approval was not availed in the previous year. The value of transactions in the past three years were as follows:

2023-24 : Rs.464.41 Crore  
 2022-23 : Rs.480.91 Crore  
 2021-22 : Rs.308.75 Crore

Approval of the Members of the Company is therefore required in terms of Regulation 23(4) of the Listing Regulations by way of passing of an Ordinary Resolution for the aforesaid Material Related Party Transactions to be entered into for the Financial Year 2025-26.

Details to be placed before Members in line with the SEBI Circular are given below:

Sr. No.	Particulars	Remarks
i.	Type, material terms and particulars of the proposed transaction;	Sale transaction as detailed above. All transactions to be entered into are at arm's length and in ordinary course of business.
ii.	Name of the related party and its relationship with BPCL, including nature of its concern or interest (financial or otherwise)	Indraprastha Gas Limited is an Associate Company in which BPCL holds 22.50% of Share Capital.
iii.	Tenure of the proposed transaction (particular tenure shall be specified);	Recurring Nature and approval is for Financial Year 2025-26.
iv.	Value of the proposed transaction;	Upto Rs.1,100 Crore
v.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Around 0.22%
vi.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:  i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure.</li> </ul> iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable

	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT;	
vii.	Justification as to why the RPT is in the interest of the listed entity;	Arrangement is commercially beneficial.
viii.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
ix.	Any other information that may be relevant	BPCL has been entering into similar transactions with Indraprastha Gas Limited since the year 2005-06. The details of transactions in the last three years are given above.

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting.

The Board of Directors, accordingly, recommends the passing of the proposed Ordinary Resolution as contained in Item No.3 of the Notice.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolution only to the extent of their shareholding.

**Item No.4: Approval of Material Related Party Transaction(s) to be entered into with Petronet LNG Limited for the Financial Year 2025-26**

Petronet LNG Limited is a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations.

The Company is proposing to enter into certain business transactions with Petronet LNG Limited for the Financial Year 2025-26. The nature of transaction(s) is in the form of purchase of Regasified Liquefied Natural Gas (RLNG) at Kochi & Dahej Terminal from Petronet LNG Limited. All transactions to be entered into by the Company with Petronet LNG Limited are in the ordinary course of business and are on arm's length basis and reviewed and recommended by the Board for placing it for approval of the shareholders in compliance with the provisions of the Act/Listing Regulations/Related Party Transaction Policy of the Company.

It may be noted that as per the definition provided in the explanation to Regulation 23(1) of Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such Resolution whether the entity is a related party to the particular transaction or not.

The value of transactions with Petronet LNG Limited for the Financial Year 2025-26 are estimated to be upto Rs.8,850 Crore (upto Rupees Eight Thousand Eight Hundred and Fifty Crore Only) and this amount exceeds the threshold limit of Rs.1,000 Crore, one of the criteria prescribed above in the definition of Material Related Party Transactions and therefore it is a Material Related Party Transaction.

BPCL has been entering into similar transactions with Petronet LNG Limited in the past as well. The value of transactions in the past three years were as follows:

2023-24	:	Rs.7,644.73 Crore
2022-23	:	Rs.9,140.75 Crore
2021-22	:	Rs.6,234.08 Crore

Vide Postal Ballot Notice dated 23<sup>rd</sup> February, 2024, a total amount of Rs.7,950 Crore was approved by shareholders for the year 2024-25. Against this the actual value of transaction incurred was Rs.5,583 Crore (April-December 2024). The estimated value of the transaction with Petronet LNG Limited during Financial Year 2024-25 is expected to be Rs.7,495 Crore. The decrease in estimated value of transactions vis-à-vis the approved value is due to variation in product prices and fluctuating patterns of demand and supply.

Approval of the Members of the Company is therefore required in terms of Regulation 23(4) of the Listing Regulations, by way of passing of an Ordinary Resolution for the aforesaid Material Related Party Transactions to be entered into for the Financial Year 2025-26.

Details to be placed before Members in line with the SEBI Circular are given below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
i.	Type, material terms and particulars of the proposed transaction;	Purchase transaction as detailed above. All transactions to be entered into are at arm's length and in ordinary course of business.
ii.	Name of the related party and its relationship with BPCL, including nature of its concern or interest (financial or otherwise)	Petronet LNG Limited an Associate Company in which BPCL holds 12.50% of Share Capital.
iii.	Tenure of the proposed transaction (particular tenure shall be specified);	Recurring Nature and approval is for Financial Year 2025-26.
iv.	Value of the proposed transaction;	Upto Rs.8,850 Crore
v.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Around 1.75%
vi.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure.	Not Applicable

	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT;	
vii.	Justification as to why the RPT is in the interest of the listed entity;	Arrangement is commercially beneficial.
viii.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
ix.	Any other information	BPCL has been entering into similar transactions with Petronet LNG Limited since the year 2004-05. The details of transactions in the last three years are given above.

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting.

The Board of Directors, accordingly, recommends the passing of the proposed Ordinary Resolution as contained in Item No.4 of the Notice.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolution only to the extent of their shareholding.

**Item No.5: Approval of Material Related Party Transaction(s) to be entered into with Sabarmati Gas Limited for the Financial Year 2025-26**

Sabarmati Gas Limited is a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations.

The Company is proposing to enter into certain business transactions with Sabarmati Gas Limited for the Financial Year 2025-26. The nature of transaction(s) is in the form of purchase of Compressed Natural Gas (including CBG) from Sabarmati Gas Limited and rendering services towards facility charges and electricity reimbursement to Sabarmati Gas Limited. All transactions to be entered into by the Company with Sabarmati Gas Limited are in the ordinary course of business and are on arm's length basis and reviewed and recommended by the Board for placing it for approval of the shareholders in compliance with the provisions of the Act/Listing Regulations/Related Party Transaction Policy of the Company.

It may be noted that as per the definition provided in the explanation to Regulation 23 (1) of Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such Resolution whether the entity is a related party to the particular transaction or not.



The value of transactions with Sabarmati Gas Limited for the Financial Year 2025-26 are estimated to be upto Rs.1,025 crore (upto Rupees One Thousand and Twenty Five Crore Only) and this amount exceeds the threshold limit of Rs.1,000 Crore, one of the criteria prescribed above in the definition of Material Related Party Transactions and therefore it is a Material Related Party Transaction.

BPCL has been entering into similar transactions with Sabarmati Gas Limited in the past as well. The value of transactions in the past three years were as follows:

2023-24	:	Rs.552.22 Crore
2022-23	:	Rs.555.19 Crore
2021-22	:	Rs.389.85 Crore

Vide Postal Ballot Notice dated 23<sup>rd</sup> February, 2024, a total amount of Rs.1,004 Crore was approved by shareholders for the year 2024-25. Against this the actual value of transaction incurred was Rs.450 Crore (April-December 2024) out of which Rs.446 Crore was towards purchase of Compressed Natural Gas (including Compressed Bio Gas) and remaining amount was towards rendering services in the form of facility charges and electricity reimbursement. The estimated value of transaction with Sabarmati Gas Limited during Financial Year 2024-25 is expected to be Rs.629 Crore. The decrease in estimated value of transaction vis-à-vis the approved value of transaction is due to variation in product prices and fluctuating patterns of demand and supply.

Approval of the Members of the Company is therefore required in terms of Regulation 23(4) of the Listing Regulations, by way of passing of an Ordinary Resolution for the aforesaid Material Related Party Transactions to be entered into for the Financial Year 2025-26.

Details to be placed before Members in line with the SEBI Circular are given below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
i.	Type, material terms and particulars of the proposed transaction;	Purchase transaction as detailed above. All transactions to be entered into are at arm's length and in ordinary course of business
ii.	Name of the related party and its relationship with BPCL, including nature of its concern or interest (financial or otherwise)	Sabarmati Gas Limited a Joint Venture Company in which BPCL has a stake of 49.94% in Share Capital.
iii.	Tenure of the proposed transaction (particular tenure shall be specified);	Recurring Nature and approval is for Financial Year 2025-26.
iv.	Value of the proposed transaction;	Upto Rs.1,025 Crore
v.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Around 0.20%

vi.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure. iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT;	Not Applicable
vii.	Justification as to why the RPT is in the interest of the listed entity;	Arrangement is commercially beneficial.
viii.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
ix.	Any other information that may be relevant	BPCL has been entering into similar transactions with Sabarmati Gas Limited since the year 2007-08. The details of transactions in the last three years are given above.

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting.

The Board of Directors, accordingly, recommends the passing of the proposed Ordinary Resolution as contained in Item No. 5 of the Notice.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolution only to the extent of their shareholding.

**Item No.6: Approval of Material Related Party Transaction to be entered into for conversion of loan given by BPRL Ventures BV to IBV Brazil Petroleo Limitada into quotas (equity) of IBV Brazil Petroleo Limitada**

Bharat PetroResources Limited (BPRL), a wholly owned subsidiary of BPCL, entered Brazil by acquiring the Brazilian assets of M/s. Encana Corporation in the year 2008. BPRL's wholly owned subsidiary BPRL Ventures BV (BVBV) incorporated in the Netherlands and Videocon Energy Brazil Limited (VEBL), wholly owned subsidiary of Videocon Industries Limited (VIL) entered into a joint venture for the purpose of holding these Brazilian Assets. Currently, the Brazilian assets are held by IBV Brazil Petroleo Limitada (IBV), a joint venture company of BVBV and VEBL. BVBV currently holds 64.35% stake in IBV and VEBL's share in IBV is 35.65%.

Corporate Insolvency Resolution Process (CIRP) of Videocon Oil Ventures Limited (VOVL, wholly owned subsidiary of VIL and indirect holding company of VEBL) commenced from 08.11.2019. As per the extant agreement, BVBV was extended an offer to acquire VEBL's stake in IBV by matching the offer price submitted by other bidders under the process, which was accepted by BPRL and BPCL Boards in the year 2023, subject to regulatory and statutory approvals. All regulatory and statutory approvals were received in 2024.

The Right of First Refusal (RoFR) offer received from Resolution Professional (RP) (VOVL) and as accepted by BPRL Ventures BV included a condition that both the shareholders convert the loan given by them to IBV (USD 274.86 Mn each) into IBV's quotas (equivalent to equity shares) prior to consummating the transaction. IBV does not have any other loans outstanding. Further, the quotas of VEBL in IBV for the purposes of finalizing the sale consideration shall be computed after completing the above conversion of loan into quotas.

Accordingly, it is envisaged that BPRL Ventures BV and VEBL (acting through Committee of Creditor's Security Trustee/Power of Attorney holder) shall after obtaining each other's mutual approval, issue necessary notice to IBV to convert their respective loans fully into IBV's quotas.

The proposed conversion of BPRL Ventures BV's loan of USD 274.86 Mn (~ Rs.2,364 Crore considering USD 1= INR 86) into quotas of IBV would involve a transfer of obligation between BPRL Ventures BV and IBV, hence the transaction falls within the purview of a related party transaction. This is a one-off transaction being a part of resolution process and it is on arm's length basis and reviewed and recommended by the Board for placing it for approval of the shareholders in compliance with the provisions of the Act/Listing Regulations/Related Party Transaction Policy of the Company.

It may be noted that as per the definition provided in the explanation to Regulation 23 (1) of Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such Resolution whether the entity is a related party to the particular transaction or not.

As the amount of the transaction is approximately Rs.2,364 Crore, which exceeds the threshold limit of Rs.1,000 Crore, one of the criteria prescribed above in the definition of Material Related Party Transactions, it is therefore a Material Related Party Transaction.

Approval of the Members of the Company is therefore required in terms of Regulation 23(4) of the Listing Regulations, by way of passing of an Ordinary Resolution for the aforesaid Material Related Party Transactions to be entered into for the Financial Year 2025-26.

Details to be placed before Members in line with the SEBI Circular are given below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
i.	Type, material terms and particulars of the proposed transaction;	Conversion of loan given by BPRL Ventures BV to IBV Brazil Petroleo Limitada into quotas of IBV Brazil Petroleo Limitada. The transaction to be entered into is at arm's length.
ii.	Name of the related party and its relationship with BPCL, including nature of its concern or interest (financial or otherwise)	BPRL Ventures B.V. which is a wholly owned step-down subsidiary of BPCL & IBV, joint venture of BPRL Ventures BV

iii.	Tenure of the proposed transaction (particular tenure shall be specified);	During the Financial Year 2025-26.
iv.	Value of the proposed transaction;	USD 274.86 Million (~Rs. 2,364 crore assuming USD 1 = INR 86)
v.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Less than 1%
vi.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure. iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT;	Yes, since the proposed transaction involves conversion of loan to quotas.
vii.	Justification as to why the RPT is in the interest of the listed entity;	The transaction is essential for consummating the RoFR and acquiring the balance stake of VEBL in IBV.
viii.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	As per the present agreement, for the purpose of calculating the number of quotas, the exchange rate for conversion of loan value from USD into Brazilian Real (BRL) would be done based on the exchange rate published by Central Bank of Brazil on the day on which demand for conversion is served by the lenders and shall receive 1 quota per 1 BRL which is face value of IBV's quotas.

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting.

The Board of Directors, accordingly, recommends the passing of the proposed Ordinary Resolution as contained in Item No.6 of the Notice.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolution only to the extent of their shareholding.

By Order of the Board of Directors  
Sd/-  
**(V. Kala)**  
Company Secretary

Place: Mumbai

Date: 25<sup>th</sup> February, 2025

**Registered Office:**

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