

Sec.4.1

12th September 2017

To,

BSE Limited

Sir Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400001

Security code: 500547

The National Stock Exchange of India Limited

Exchange Plaza, 5th Floor
Plot No. C-1, Block G
Bandra Kurla Complex, Bandra (East)
Mumbai – 400051

Scrip code: BPCL

Dear Sir,

Sub: Intimation of the outcome of the meeting of the Board of directors of the Bharat Petroleum Corporation Limited held on 12th September 2017 and disclosures under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015,

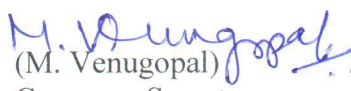
In terms of Regulation 30 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, we would like to inform you that the Board of Directors of BPCL at its meeting held on 12th September 2017, approved the draft Scheme for the amalgamation of Petronet CCK Limited, a wholly owned subsidiary of the Company with the Company ("Scheme").

The Draft Scheme as approved by the Board would be available on the website of the Company. The Board's approval of the Scheme as aforesaid is subject to necessary approvals by the shareholders of both the companies, Ministry of Corporate Affairs and such other statutory and regulatory approvals as may be required.

In terms of the Listing Regulations read with Securities and Exchange Board of India Circular No CIR/CFD/CMD/4/2015 dated 9th September 2015, we are furnishing herewith the details of the Scheme as Annexure I.

Thanking you,

Yours faithfully,
For Bharat Petroleum Corporation Limited


(M. Venugopal)
Company Secretary



Annexure I – Brief details of Amalgamation/ Merger

a) Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as size, turnover etc	<ol style="list-style-type: none"> 1. <u>Bharat Petroleum Corporation Limited (“BPCL”)</u> Total assets – Rs. 91,989.63 Crores Net worth – Rs. 29,561.81 Crores Turnover – Rs. 2,41,859.48 Crores as on 31 March 2017 2. <u>Petronet CCK Limited (“PCCKL”)</u> Total assets – Rs. 124.49 Crores Net worth – Rs. 116.73 Crores Turnover – Rs. 109.78 Crores as on 31 March 2017
b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”	<p>The present merger is between a wholly owned subsidiary and its holding company. Accordingly, the investment of the holding in the subsidiary is being cancelled and no new shares are being issued as consideration for this merger.</p> <p>Therefore the question of transaction being done on arm’s length does not arise.</p>
c) Area of business of the entity(ies)	<ol style="list-style-type: none"> 1. BPCL – BPCL is a Government of India Enterprise listed on BSE Limited and National Stock Exchange of India Limited. It is engaged <i>inter alia</i> in the business of refining of crude oil and marketing petroleum products. It also carries out upstream operations, which involves exploration and production (E&P) of hydrocarbons, through its wholly owned subsidiary BPRL. It has refineries at Mumbai and Kochi, LPG bottling plants and lubricant blending plants. BPCL’s marketing infrastructure includes a vast network of Installations, Depots, Retail Outlets, Aviation Service Stations and LPG Distributors. 2. PCCKL – PCCKL is a transportation company. It is engaged <i>inter alia</i> in transporting petroleum products (Petrol, Diesel and Kerosene) through a 292 km long multiproduct pipeline for BPCL. Product deliveries to BPCL are made from terminals provided in Kochi, Irugur and Karur.



d)	Rationale for amalgamation/ merger	<p>PCCKL is a wholly owned subsidiary of BPCL. PCCKL transports petroleum products through a dedicated pipeline for BPCL. This pipeline was constructed primarily for evacuation of product from Kochi Refinery. The capacity utilisation has been steadily increasing and with commissioning of additional units at Kochi Refinery, the pipeline will be fully utilised for evacuation of Kochi Refinery products. Further, in anticipation of the merger, BPCL has obtained approval from Petroleum and Natural Gas Regulatory Board ("PNGRB") for extending the same pipeline from Coimbatore to Bangalore. For integrated operations and control, it is essential for the entire pipeline to be controlled by one entity. PNGRB has declared PCCKL's pipeline as a "dedicated pipeline" and not as a common carrier.</p> <p>BPCL has laid and/or currently operating product and crude pipeline network of about 3000 KM across India. Sufficient expertise has been developed in operating and maintaining the pipelines. Merger of PCCKL with BPCL will lead to having a common setup, spares, maintenance and safety standards. Further, PCCKL's finance cost as a standalone company is comparatively higher. As such, maintaining a separate company for 292 KM is not justified and for enhanced operational and financial efficiencies and for capturing economies of scale, it is proposed to merge PCCKL with BPCL.</p> <p>The amalgamation is in the interest of the shareholders, creditors and all other stakeholders of the respective companies and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.</p>
e)	In case of cash consideration – amount or otherwise share exchange ratio	The merger being contemplated involve merger of wholly owned subsidiary with the parent entity and hence there will be no consideration on merger.
f)	Brief details of change in shareholding pattern (if any) of listed entity	There will be no change in the shareholding pattern of the listed entity pursuant to the amalgamation/ merger.

