

## NOTICE TO THE MEMBERS

Notice is hereby given that the 70<sup>th</sup> Annual General Meeting of the members of Bharat Petroleum Corporation Limited (“the Company”) will be held on Monday, August 28, 2023 at 10.30 a.m. IST through Video-Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following Ordinary and Special Business:-

### A. Ordinary Business

- 1) To receive, consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023; and the Reports of the Board of Directors, the Statutory Auditors and the Comments of the Comptroller & Auditor General of India thereon.
- 2) To declare Dividend on Equity Shares for the Financial Year ended March 31, 2023.
- 3) To appoint a Director in place of Shri Sanjay Khanna, Director (DIN: 09485131), who retires by rotation and being eligible, offers himself for reappointment.
- 4) To authorize the Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2023-24 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013 and to consider and, if thought fit, to pass the following Resolution, as an Ordinary Resolution:-

“RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Joint Statutory Auditors of the Company as appointed by the Comptroller & Auditor General of India for the Financial Year 2023-24.”

### B. Special Business

#### 5) Approval of Remuneration of the Cost Auditors for the Financial Year 2023-24

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Cost Auditors viz. M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai and M/s. G.R. Kulkarni & Associates, Cost Accountants, Mumbai, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2024 be paid the remuneration as set out below:-

Name of the Cost Auditor	Activities/ Location	Audit fees
M/s R. Nanabhoy & Co, Mumbai (Lead Auditor)	BPCL's activities where cost records are to be maintained including refineries, products pipelines etc. (other than lubricants)	₹ 3,50,000 plus applicable tax and reasonable out of pocket expenses
M/s G.R. Kulkarni & Associates, Mumbai	Lubricants Oil Blending Plants– Wadilube, Tondiarpet and Budge-Budge, Loni, etc.	₹ 1,25,000 plus applicable tax and reasonable out of pocket expenses



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, and to take all such steps as may be necessary or expedient to give effect to this Resolution.”

**6) Appointment of Shri Krishnakumar Gopalan as Director and Chairman & Managing Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, as amended from time to time, Regulation 17 and all other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Krishnakumar Gopalan (DIN: 09375274), who was appointed by the Board of Directors as an Additional Director and Chairman & Managing Director (CMD) with effect from March 17, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a Notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director and Chairman & Managing Director of the Company, not liable to retire by rotation, on terms and conditions as determined by the Government of India.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all/acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**7) To appoint Shri Rajkumar Dubey as Director (Human Resources)**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, as amended from time to time, Regulation 17 and all other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Rajkumar Dubey (DIN: 10094167), who was appointed by the Board of Directors as an Additional Director and Director (Human Resources) with effect from May 1, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a Notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director (Human Resources) of the Company, liable to retire by rotation, on terms and conditions as determined by the Government of India.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**8) To appoint Dr. (Smt.) Sushma Agarwal as Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, as amended from time to time, Regulation 17, Regulation 25 and other applicable Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. (Smt.) Sushma Agarwal (DIN: 10065236), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 10, 2023 in terms of Section 161 of the Act, and in respect of whom Company has received a Notice in writing under Section 160 of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of three years commencing from March 10, 2023 up to March 9, 2026 or until further orders from the Ministry of Petroleum & Natural Gas, whichever is earlier.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

9) **To amend the Articles of Association of the Company**

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

“RESOLVED THAT pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, each as amended, and subject to other approvals, permissions and sanctions as may be necessary, approval of the members of the Company be and is hereby accorded for amendment of articles of association of the Company by insertion of following Article:

**Article 40B**

**(1) Further Issue of Capital by Rights Issue**

“Notwithstanding anything contained in any of these articles, where at any time the Board of Directors or the Company, as the case may be, propose to increase the subscribed capital of the Company by issue of further shares, then such shares shall be offered, subject to the provisions of Section 62 of the Companies Act, 2013, and the rules made thereunder, to the persons who, at the date of the offer, are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the paid up share capital on those shares by sending a letter of offer subject to the following conditions, namely:-

- (a) Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen (15) days or such lesser number of days as may be prescribed under the applicable provisions of the Companies Act, 2013 and the rules made thereunder, or other applicable laws, and not exceeding thirty (30) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three (3) days before the opening of the issue;

- (b) The aforesaid offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to them or any of them in favour of any other person, and the notice referred to above shall contain a statement of this right.
- (c) After the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation, from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the Company.

RESOLVED FURTHER THAT the Chairman & Managing Director, Director (Finance) and the Company Secretary be and are hereby severally, authorised to perform all acts, deeds and things, execute documents, and do all filings including e-filings, as may be necessary to give effect to the above Resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors

Sd/-

(V. Kala)

**Company Secretary**

Place: Mumbai

Date: August 2, 2023

**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. Pursuant to various circulars issued by the Ministry of Corporate Affairs (MCA) and by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”) physical presence of the members at the Annual General Meeting (AGM) venue is not required and the AGM will be held through VC or OAVM, Hence, members can attend and participate in AGM through VC/OAVM at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In compliance of provisions of Regulation 44(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top 100 Listed Companies determined on the basis of market capitalisation are required to provide the facility of the live webcast of the proceedings of the General Meeting. Accordingly, BPCL is arranging a live webcast for the members at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto. The Board of Directors has considered and decided to include Item No. 5 to Item No. 9 given above as Special Businesses in the AGM, as they are unavoidable in nature.
3. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since the present AGM is being held through VC/OAVM pursuant to the MCA/SEBI Circulars, the facility to appoint a proxy to attend and cast a vote for the Member is not available. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.**
4. Since the present AGM is being held through VC/OAVM, Proxy form, Attendance Slip and Route map are not enclosed to the notice.
5. The members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The presence of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) (as amended), and the Circulars issued by the MCA, the Company is providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM. The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using the remote e-voting system as well as the electronic voting system at the AGM will be provided by NSDL. Facility is also being provided to those members attending the AGM through VC, who have not cast their vote through remote e-voting and who are not barred from doing so, to cast their vote by e-voting during the AGM, in respect of the business transacted at the AGM.

In line with the MCA Circular, the Notice convening the AGM and Annual Report will be available on the website of the Company at <https://www.bharatpetroleum.in/bharat-petroleum-for/Investors/Shareholders-Meetings/Annual-General-Meeting.aspx>. The Notice and Annual Report can also be accessed from the website 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 NSDL (agency for providing the remote e-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In terms of the SEBI Circulars and Regulation 36(1) (c) of Listing Regulations, Notice of the AGM along with the Annual Report 2022-23 is sent only through electronic mode to those members whose email addresses are registered with the Company or Depository Participant (DP). Physical copy of the Notice of the AGM along with the Annual Report 2022-23 shall be sent to those members who request for the same.

For receiving the Annual Report and all other communications from the Company electronically:

- a. Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Registrar and Transfer Agent (RTA) of the Company, M/s Data Software Research Co. 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.
  - b. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant DP.
  - c. If there is any change in the e-mail ID already registered with the Company/RTA, members are requested to immediately notify such change to the Company/RTA in respect of shares held in physical form and to DP in respect of shares held in electronic form.
  - d. In case of any queries relating to shares, members are requested to contact the RTA on the above email address.
8. The Board of Directors of the Company has recommended a dividend of ₹ 4 per share. Dividend, once approved by the members in the AGM, will be paid to the eligible shareholders within the stipulated period of 30 days from the date of declaration at the AGM.
  9. The dividend will be paid through electronic mode to those members whose updated bank account details are available. For members whose bank account details are not updated, dividend warrants/demand drafts will be sent to their registered address. To avoid delay in receiving dividend, members are requested to register/update their bank account details at the earliest.
  10. Members holding shares in electronic form/dematerialized mode are requested to update their bank particulars with their respective DP along with the self-attested copy of PAN, ID proof etc. which will be used by the RTA/Company for payment of dividend. In cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the bank, RTA/ Company will send Dividend Warrant/Demand Draft for payment of dividend to these members by printing the bank account details of the members wherever applicable.
  11. Members who hold physical shares may provide updated bank details by submitting hard copy of duly signed form ISR-1 along with relevant documents mentioned therein to RTA. The said form is available on <https://www.bharatpetroleum.in/bharat-petroleum-for/Investors/KYC-Update.aspx>
  12. The Company has fixed Friday, August 11, 2023 as the Record Date for the purpose of AGM and payment of dividend on equity shares for the year ended March 31, 2023, if declared at the AGM. All members of the Company holding shares as on the said Record Date will be eligible for the Dividend as per the data to be made available by NSDL/CDSL/RTA.
  13. SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated the submission of PAN, KYC and nomination details by members holding shares in physical form by October 1, 2023. For submitting the above information members may access the following link: <https://www.bharatpetroleum.in/bharat-petroleum-for/Investors/KYC-Update.aspx>
  14. Members holding shares in electronic form are requested to submit their PAN to their DPs, with whom they hold the demat account.
  15. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available to individuals holding shares in the Company. Members who are holding shares in physical form and have not yet registered their nomination are requested to submit Form SH-13 for registering their nomination,

Form SH-14 for making changes to their nomination details and Form ISR-3 to opt out of nomination along with the relevant documents to RTA. The relevant forms are available on the company's website at <https://www.bharatpetroleum.in/bharat-petroleum-for/Investors/KYC-Updation.aspx>. In case members are holding shares in dematerialized form, they can register their nomination with their respective DPs.

16. In terms of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities.
17. As per SEBI circular nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/70 dated May 25, 2022 the listed companies, with immediate effect, shall issue the securities only in demat mode while processing various investor service request pertaining to issuance of duplicate shares certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of share certificate, consolidation of share certificate, transposition etc. Therefore, members are requested to submit hard copy of duly signed Form ISR-4 along with relevant documents to RTA. The detailed procedure and the relevant documents are available on <https://www.bharatpetroleum.in/bharat-petroleum-for/Investors/Procedure-Related-to-Investor-Service-request.aspx>
18. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/202222/65 dated May 18, 2022 has simplified and standardized procedure for transmission of shares. Therefore, members are requested to make service request for transmission of shares by submitting hard copy of duly signed form ISR-5 along with relevant documents to RTA. The detailed procedure and the relevant documents are available on <https://www.bharatpetroleum.in/bharat-petroleum-for/Investors/Procedure-Related-to-Investor-Service-request.aspx>.
19. The certificate of the Secretarial Auditor certifying that the ESPS scheme of the Company is implemented in accordance with SEBI (Share Based Employee Benefits) Regulations, 2021 is available at <https://www.bharatpetroleum.in/bharat-petroleum-for/Investors/Shareholders-Meetings/Annual-General-Meeting.aspx>
20. All documents referred to in the Notice, if any, will be available electronically for inspection during office hours without any fee by the members from the date of circulation of the Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [ssc@bharatpetroleum.in](mailto:ssc@bharatpetroleum.in).
21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. Members desiring inspection of such Registers during the AGM may send their request in writing to the Company at [ssc@bharatpetroleum.in](mailto:ssc@bharatpetroleum.in).
22. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, August 21, 2023 through email on [ssc@bharatpetroleum.in](mailto:ssc@bharatpetroleum.in). The same will be replied by the Company suitably through email.
23. As required under Regulation 36(3) of Listing Regulations, a brief resume of persons seeking reappointment and appointment as Director under Item No. 3, 6, 7 & 8 of the Notice is attached.
24. Non-Resident Indian members are requested to inform the RTA immediately about:
  - (i) Change in their residential status on return to India for permanent settlement.
  - (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
25. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company is taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of dividend. In order to enable us to determine the applicable TDS rate, members are requested to submit the relevant documents on or before **Friday, August 18, 2023**. The detailed communication regarding TDS on dividend sent to the members



is provided on the link: <https://www.bharatpetroleum.in/bharat-petroleum-for/Investors/Procedure-Related-to-Investor-Service-request/Tax-Forms.aspx>. Kindly note that no documents in respect of TDS would be accepted from members after **Friday, August 18, 2023**.

26. The unclaimed dividends of BPCL and erstwhile Kochi Refineries Limited (KRL) for the Financial Years up to 1993-94 have been transferred by the Companies to the General Revenue Account of the Central Government, which can be claimed by the members from the Office of the Registrar of Companies at Mumbai and Kochi, respectively.
27. (a) Pursuant to Section 124 and 125 of the Companies Act, 2013, any amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education & Protection Fund (IEPF) established by the Central Government. The unclaimed dividends for the Financial Years from 1994-95 to 2014-15 and two Interim Dividends for financial year 2015-16 have been transferred to the said Fund and no claim shall lie against the Company, for the amount of dividend so transferred.
- (b) In terms of Section 124(6) of the Companies Act, 2013, read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat account. Accordingly, shares in respect of unclaimed dividend for the Financial Year 2014-15, 1<sup>st</sup> and 2<sup>nd</sup> interim dividend for the Financial Year 2015-16 have been transferred to an IEPF Demat account. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in). Members can file only one consolidated claim in a financial year as per the IEPF Rules.
- (c) Members of BPCL who have not yet encashed their dividend warrant(s) for the final dividend of Financial Year 2015-16 or dividend warrants(s) for any subsequent financial years are requested to make their claims without any delay to the RTA/Company. It may be noted that the unclaimed amount of final dividend for the Financial Year ended March 31, 2016 becomes due for transfer to IEPF Authority on October 26, 2023. It may please be noted that if no claim/application is received by the Company or the Company's RTA for the final dividend of Financial Year 2015-16 before the said date, the Company will be compelled to transfer the underlying shares to the IEPF. The details of unclaimed dividend/shares to be transferred to IEPF are available on the website of the Company.

## PROCESS AND MANNER OF EVOTING AND JOINING THE ANNUAL GENERAL MEETING

The remote e-voting period begins on **Wednesday, August 23, 2023 at 9:00 A.M. and ends on Sunday, August 27, 2023 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. **Monday, August 21, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, August 21, 2023**.

### How do I vote 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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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 or joining virtual meeting & voting during the meeting.
	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>
	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 or joining virtual meeting & voting during the meeting.
	4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.  <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <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: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	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 & New System Myeasi Tab and then user your existing my easi username & password.



	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 or joining virtual meeting & voting during the meeting. 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.
	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 & New System Myeasi Tab and then click on registration option.
	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 & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting & voting during the meeting.

**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.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

**B) Login Method for e-Voting and joining virtual meeting 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.co.in](mailto:evoting@nsdl.co.in) 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 and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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.co.in](mailto:evoting@nsdl.co.in). 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 and 022- 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager, NSDL, 4<sup>th</sup> floor, ‘A’ Wing, Trade World, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **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 shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. For any grievances connected with the facility for e-Voting on the day of the AGM, members may contact the person whose details are mentioned in general guidelines for shareholders under remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [ssc@bharatpetroleum.in](mailto:ssc@bharatpetroleum.in). The same will be replied by the company suitably.
6. The members who would like to express their views/have questions may pre-register themselves as a speaker, by sending their request from their registered email address mentioning their name, DPID and Client ID/folio number, PAN, email id, and mobile number at [bpclagm23@bharatpetroleum.in](mailto:bpclagm23@bharatpetroleum.in) from Sunday, August 20, 2023 to Wednesday, August 23, 2023. Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

7. The members who need technical assistance w.r.t. VC/OAVM before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager, NSDL, 4<sup>th</sup> floor, 'A' Wing, Trade World, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### Other Instructions:

- (i) Members can also update their mobile number and email id in the user profile details of the folio by providing this information to the DP/RTA, which may be used for sending future communication.
- (ii) The members holding shares in electronic form are therefore requested to submit the Permanent Account Number (PAN) details to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to RTA.
- (iii) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, August 21, 2023. A person whose name is recorded in the register of members or in the register of Beneficial Owners maintained by the DP as on the cut-off date i.e. Monday, August 21, 2023 only shall be entitled to avail of the facility of remote e-voting at the AGM. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.
- (iv) Any person holding shares in physical form as on the cut-off date and non-individual shareholders who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Monday, August 21, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [bpcl@dsr-cid.in](mailto:bpcl@dsr-cid.in).

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a member of the Company after sending of the notice and holding the shares as of the cut-off date i.e. Monday, August 21, 2023 may follow steps mentioned under "Access to NSDL e-Voting system".

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022- 2499 7000.

- (v) Once the vote on a Resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- (vi) Mrs. Ragini Chokshi, (C.P. No 1436) Practising Company Secretary (membership No.: 2390) of Ragini Chokshi & Co. Company Secretaries has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (vii) The Chairman shall, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of e-voting for all those members who have not cast their votes by availing the remote e-voting facility.
- (viii) The Scrutinizer will, within fifteen minutes after the conclusion of voting at the AGM, first unblock the votes cast through remote e-voting and shall make available, within two working days of conclusion of the meeting, a Consolidated Scrutinizer's report of the total votes cast in favour of, or against, if any, to the chairman or a person authorized by him in writing who shall countersign the same and declare the results of voting.
- (ix) The results of e-voting declared along with the report of the scrutinizer shall be placed on the Company's website [www.bharatpetroleum.in](http://www.bharatpetroleum.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- (x) Members holding multiple folios may get their shareholding consolidated.

## ANNEXURE TO THE NOTICE

### Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

#### Item No. 5: Approval of Remuneration of the Cost Auditors for the Financial Year 2023-24

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. R. Nanabhoy & Co., Cost Accountants and M/s G.R. Kulkarni & Associates, Cost Accountants to conduct the audit of the Cost records for the Financial Year 2023-24. The increase in remuneration of Cost Auditor viz M/s R Nanabhoy & Co from ₹2,75,000 to ₹3,50,000, from the last financial year, is due to the increase in the scope of audit in view of merger of Bharat Oman Refineries Ltd and Bharat Gas Resources Ltd with BPCL. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year 2023-24 by way of an Ordinary Resolution is being sought, as contained in the Notice.

The Board of Directors accordingly recommends the passing of the proposed Ordinary Resolution for approval by the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives have any concern or interest, financially or otherwise in passing of the said Ordinary Resolution.

#### Item No. 6: Appointment of Shri Krishnakumar Gopalan as Director and Chairman & Managing Director

Shri Krishnakumar Gopalan was appointed as an Additional Director on the Board and as Chairman & Managing Director of the Company under the provisions of Article 77A of the Articles of Association of the Company effective March 17, 2023 in accordance with the directions of the Government of India. Shri Krishnakumar Gopalan, being an Additional Director, holds office up to the date of the ensuing Annual General Meeting. The Company has received a Notice in writing along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature.

Shri Krishnakumar Gopalan is an alumnus of the National Institute of Technology, Tiruchirapalli (formerly REC Trichy) with a degree in Electrical Engineering. He also holds a Master's degree in Financial Management from the Jamnalal Bajaj Institute of Management. His brief resume containing his age, qualifications, expertise etc. is annexed herewith. The Board of Directors accordingly recommends the passing of the proposed Ordinary Resolution as contained in the Notice by Members of the Company.

Shri Krishnakumar Gopalan is interested in the Resolution to the extent as it concerns his appointment. None of the other Directors or Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in passing of the said Ordinary Resolution.

#### Item No. 7: Appointment of Shri Rajkumar Dubey as Director (Human Resources)

Shri Rajkumar Dubey was appointed as an Additional Director on the Board and as Director (Human Resources) of the Company under the provisions of Article 77A of the Articles of Association of the Company effective May 1, 2023 in accordance with the directions of the Government of India. Shri Rajkumar Dubey, being an Additional Director, holds office up to the date of the ensuing Annual General Meeting. The Company has received a Notice in writing along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature. Shri Rajkumar Dubey is alumnus of NIT Allahabad with a degree in Mechanical Engg. He has also acquired Masters of Business Administration from International Centre for Promotion of Enterprises, Ljubljana, Slovenia. His brief resume containing his age, qualifications, expertise etc. is annexed herewith. The Board of Directors accordingly recommends the passing of the proposed Ordinary Resolution as contained in the Notice by Members of the Company.

Shri Rajkumar Dubey is interested in the Resolution to the extent as it concerns his appointment. None of the other Directors or Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in passing of the said Ordinary Resolution.



#### **Item No. 8: Appointment of Dr. (Smt.) Sushma Agarwal as Independent Director**

Dr. (Smt.) Sushma Agarwal was appointed as an Additional Director on the Board and as Independent Director of the Company under the provisions of Article 77A of the Articles of Association of the Company, effective March 10, 2023 for a period of three years up to March 9, 2026 or until further orders from the Ministry of Petroleum & Natural Gas, whichever is earlier. Dr. (Smt.) Sushma Agarwal, being an Additional Director holds office up to the date of the ensuing Annual General Meeting. The Company has received a Notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director. Dr. (Smt.) Sushma Agarwal fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for appointment as Independent Director and she is Independent of the management and not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Companies Act, 2013.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Regulation 17 and 25 of the Listing Regulations, the appointment of Dr. (Smt.) Sushma Agarwal as an Independent Director is now placed before the Members at the Annual General Meeting for approval.

A copy of the letter of appointment as an Independent Director setting out the terms and conditions is available for inspection by the Members at the Registered Office of the Company.

Dr. (Smt.) Sushma Agarwal is a M.Sc. and Ph.D in Botany. She is in the field of education. She was a Principal of Shardaayan High School for 18 years. She was also a Director of Gujarat Panchayat Service Selection Board (GPSSB), Gujarat. Her brief resume containing her age, qualifications, expertise etc. is annexed herewith.

The Board of Directors accordingly recommends the passing of the proposed Special Resolution as contained in the Notice by Members of the Company.

Dr. (Smt.) Sushma Agarwal is interested in the Resolution to the extent as it concerns her appointment. None of the other Directors or Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in passing of the said Special Resolution.

#### **Item No. 9: To amend the Articles of Association of the Company**

The Board of Directors has approved the proposal for raising of capital upto an amount not exceeding Rs 18,000 crore (Rupees Eighteen Thousand crores only) by way of issue of equity shares on rights issue basis to eligible equity shareholders of the Company as on the record date to be fixed by the Board or duly authorised committee thereof, subject to all statutory approvals and in accordance with the applicable laws including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. On completion of the issue, these shares will be listed in the National Stock Exchange of India Limited and BSE Limited and will rank pari passu with the existing equity shares of the Company. For facilitating the issue and listing of the equity shares by way of the rights issue, an additional clause with respect to the rights issue is proposed to be included in the Articles of Association.

Consent of the Members is being sought pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013.

The Board of Directors recommends the passing of the proposed Special Resolution as contained in the Notice by Members of the Company.

None of the other Directors or Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in passing of the said Special Resolution.

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

Place: Mumbai  
Date: August 2, 2023

#### **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)

## BRIEF RESUME OF DIRECTOR SEEKING REAPPOINTMENT/APPOINTMENT AT THE 70<sup>TH</sup> ANNUAL GENERAL MEETING IN TERMS OF REGULATION 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARD - 2

Name	Shri Sanjay Khanna (DIN: 09485131)	Shri Krishnakumar Gopalan (DIN:09375274)	Shri Rajkumar Dubey (DIN: 10094167)	Dr. (Smt.) Sushma Agarwal (DIN: 10065236)
Date of Birth	11.05.1969	16.04.1965	14.03.1966	01.06.1958
Date of first Appointment	22.02.2022	17.03.2023	01.05.2023	10.03.2023
Qualifications	B.Tech, Chemical Engineering from NIT, Tiruchirapalli (formerly REC Trichy), Post Graduate in Finance Management from Mumbai University	Electrical Engineering from NIT, Tiruchirapalli (formerly REC Trichy) Masters in Financial Management from the Jamnalal Bajaj Institute of Management	Mechanical Engineering from NIT Allahabad. MBA from International Centre for Promotion of Enterprises, Ljubljana, Slovenia.	M.Sc & Ph.D in Botany.
Experience in specific functional areas	He has over 31 years of experience in Refineries operations, Technical Services etc. and had been instrumental in conceptualizing and setting up of new plants and commissioning several units in Refineries at Mumbai, Kochi and Numaligarh. He heads three Refineries of BPCL in Mumbai, Bina and Kochi.	He was at the core of BPCL's pioneering work in revolutionising the downstream fuel retailing industry in the country, leading the organisation's customer-centric forays in convenience retailing, premium fuels, in a way heralding the digital age of BPCL at the turn of the century using Customer Relationship Management (CRM) and Loyalty, a first in the Indian oil Industry. He has developed and nurtured winning brands like Petro Card, SmartFleet Speed, In & Out, which have been significant contributors to BPCL's differentiated customer value proposition in the marketplace, reinforcing the "Pure for Sure" customer promise. As the head of BPCL's Lubricants business, he spearheaded brand MAK's aggressive growth in the domestic and international markets, and in the expansion of the product portfolio to cover new and emerging industrial, agricultural, passenger and commercial vehicle segments. He also championed the expansion of the service dimension of the MAK brand - MAK Quik, for quick oil change for 2-wheelers which has since been adopted by millions of customers. As Executive Director (HRD), he was focused on major initiatives in the areas of Learning & Development and Talent management.	He has rich combination of Business and Human Capital Development experience in his 34 years of professional stint so far. During his illustrious career of over 3 decades, he has implemented several strategic organizational development initiatives and change management processes impacting more than 400 locations and 7500 people. He has worked closely with International Consultants in areas of Organization restructuring, Visioning and HR planning. He has successfully led several leadership positions and concluded various critical and challenging assignments across various business verticals in Indian Oil Corporation Ltd (IOC) like Aviation, Operations, HR, Retail across different regions. He has pioneered marketing of differentiated products & premium fuels. During his tenure as Chief General Manager at Marketing Head Office, IOC, he had set up one of its kind "Retail Academy" to bring in customer centricity in Retail Channel. He has revolutionized the Learning and Development domain of IOC with various initiatives such as setting up Assessment centres, e-learning, introduction of SAP HR Module, Leadership developmental programs for Leaders & Potential Leaders, Training need identification, Career Path Models, Reward systems and Nurturing ideas through Incubation Centre.	She is in the field of education. She was a Principal of Shardaayan High School for 18 years. She was also a Director of Gujarat Panchayat Service Selection Board (GPSSB), Gujarat.

Name	Shri Sanjay Khanna (DIN: 09485131)	Shri Krishnakumar Gopalan (DIN:09375274)	Shri Rajkumar Dubey (DIN: 10094167)	Dr. (Smt.) Sushma Agarwal (DIN: 10065236)
<b>Membership/ Chairmanships of Board Committees in BPCL</b>	Membership in the following Committees: 1. Risk Management Committee 2. Sustainable Development Committee 3. Standing Committee of the Board for Tenders 4. Standing Committee of the Board for JVC Matters	Membership/Chairmanship in the following Committees: 1. Standing Committee of the Board for Release of Flats 2. Standing Committee of the Board for JVC Matters 3. Standing Committee of the Board for Tenders	Membership in the following Committees: 1. Corporate Social Responsibility 2. Standing Committee of the Board for Release of Flats 3. Standing Committee of the Board for JVC Matters 4. Standing Committee of the Board for Tenders	Membership in the following Committees: 1. Corporate Social Responsibility 2. Project Evaluation Committee 3. Sustainable Development Committee 4. Stakeholders Relationship Committee
<b>Directorship held in other Companies</b>	<b>Director:</b> 1. Ratnagiri Refinery and Petrochemicals Limited 2. Bharat PetroResources Limited	<b>Director:</b> 1. Petronet LNG Limited 2. Bharat PetroResources Limited	None	None
<b>Listed companies from which the Director has resigned in the past 3 years</b>	Nil	Nil	Nil	Nil
<b>No. of Board Meetings attended from appointment during the financial year 2022-23</b>	15	1	NA	2
<b>Relationship with other Directors &amp; KMP</b>	None	None	None	None
<b>No. of shares held in BPCL</b>	7525 Equity Shares	10150 Equity Shares	200 Equity Shares	Nil
<b>Terms of Appointment</b>	As per the letter dated 22.2.2022 issued by the Ministry of Petroleum and Natural Gas, Government of India, he was appointed as Director (Refineries) (Whole Time Director) till the date of his superannuation or until further orders, whichever is earlier. As BPCL is a Government of India Enterprise, his remuneration and other terms and conditions will be as per the applicable guidelines issued by Department of Public Enterprises from time to time.	As per the letter dated 17.3.2023 issued by the Ministry of Petroleum and Natural Gas, Government of India, he was appointed as Chairman & Managing Director (Whole Time Director) till the date of his superannuation or until further orders, whichever is earlier. As BPCL is a Government of India Enterprise, his remuneration and other terms and conditions will be as per the applicable guidelines issued by Department of Public Enterprises from time to time.	As per the letter dated 28.4.2023 issued by the Ministry of Petroleum and Natural Gas, Government of India, He was appointed as Director (Human Resources) (Whole Time Director) till the date of his superannuation or until further orders, whichever is earlier. As BPCL is a Government of India Enterprise, his remuneration and other terms and conditions will be as per the applicable guidelines issued by Department of Public Enterprises from time to time.	As per notification dated 6.3.2023 from Government of India, She was appointed for the period of three years from the date of notification of her appointment or until further orders whichever is earlier. Her remuneration is in the form of sitting fees for attending the meetings of the Board and sub-committees.

