

Sec.3.4.1(L)

22nd March, 2021

BSE Limited

Sir Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400001
Security code: 500547

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/ Madam,

SUB: Intimation of the outcome of the meeting of the Board of Directors of the Bharat Petroleum Corporation Limited (“Company” or “Transferee Company”) held on 22nd March 2021 and disclosures under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”) read with sub para 1.2 of Para A.1. of Annexure I of Circular bearing number CIR/CFD/CMD/4/2015 dated September 09, 2015 issued by Securities and Exchange Board of India.

REF: Scheme of Amalgamation of Bharat Gas Resources Limited with the Company and their respective shareholders under Sections 230 and 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”)

In continuation to the decision of the Board as communicated to you *vide* our letter dated 17th December 2020, the Board of Directors of the Company (“**the Board**”) at its meeting today, i.e. 22nd March 2021, has considered and approved the Scheme of Amalgamation of Bharat Gas Resources Limited (“**Transferor Company**”) with the Company and their respective shareholders.

The Scheme as approved by the Board would be available on the website of the Company (Annexure II). The Board’s approval to the Scheme is subject to receipt of necessary approvals from the Ministry of Corporate Affairs, other competent authorities and satisfaction of applicable regulatory requirements, as may be required.

As the Transferor Company is a wholly owned subsidiary of the Company, the Company is neither required to comply with the requirements laid under Securities and Exchange Board of India (“**SEBI**”) Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 nor required to obtain observation letter or no objection letter from the stock exchanges before filing the Scheme with MCA.

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

It may be noted that the Trading Window for the designated persons of BPCL would remain closed till further intimation.

Thanking you,
For Bharat Petroleum Corporation Limited


(V. Kala)
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	<p>1. <u>Bharat Petroleum Corporation Limited</u> (“Company” or “Transferee Company”)</p> <p>Total assets – INR 1,26,468.98 Crores Net worth – INR 33,532.66 Crores Turnover – INR 3,27,580.78 Crores as on 31st March 2020</p> <p>2. <u>Bharat Gas Resources Limited (“BGRL” or “Transferor Company”)</u></p> <p>Total assets – INR 382.89 Crores Net worth – INR 299.74 Crores Turnover – INR 273.35 Crores as on 31st March 2020</p>
b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”	<p>In terms of General Circular No. 30/2014 dated 17th July 2014 issued by Ministry of Corporate Affairs (“MCA Circular”), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 (“Act”), will not attract the requirements of Section 188 of the Act.</p> <p>Further, in terms of Regulation 23(5)(b) of the Listing Regulations, any transaction entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, is exempted from the provisions of Regulation 23(2),(3) & (4) of the Listing Regulations relating approvals by Audit Committee/ shareholders etc.</p> <p>In view of the above as BGRL is a wholly owned subsidiary of the Company, which is proposed to be amalgamated with the Company through a Scheme of Amalgamation, requirement of arm’s length criteria is not applicable.</p>
c) Area of business of the entity(ies)	<p>1. The Company is primarily engaged in the business refining of crude oil and marketing of petroleum products including inter alia and natural gas.</p> <p>2. BGRL is primarily engaged in the business of natural gas.</p>



d)	Rationale for amalgamation/ merger	<p>The Transferee Company is desirous of consolidating the assets and liabilities of the Transferor Company pursuant to amalgamation. The Scheme provides for the amalgamation of the Transferor Company with the Transferee Company and will result in the following benefits:</p> <ul style="list-style-type: none"> (a) Streamlining of the corporate structure and consolidation of assets and liabilities of the Transferor Company within the Transferee Company; (b) Availing easier financial support for the business of the Transferor Company; (c) More efficient utilization of capital for enhanced development and growth of the consolidated business in one entity; (d) Improve management oversight and bring in operational efficiencies; (e) Cost savings through legal entity rationalisation and consolidation of support functions, business processes, elimination of duplicate expenses, etc.; and (f) Reduction of administrative responsibilities, multiplicity of records and legal & regulatory compliances. <p>Thus, the amalgamation is in the interest of the shareholders, creditors and all other stakeholders of the 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	<p>No consideration in form of cash or shares is proposed to be issued as consideration for the amalgamation of BGRL with the Company. Upon the scheme coming into effect, all equity shares of the Transferor Company held by the Company (either directly or through nominees) shall stand cancelled without any further application, act and deed.</p>
f)	Brief details of change in shareholding pattern (if any) of listed entity	<p>Not applicable, as there will be no change in the shareholding pattern of the Company.</p>



*as defined hereinafter
hereinafter*

as defined

inter alia

hereinafter

as defined

PART I

**DEFINITIONS, SHARE CAPITAL AND DATE OF
TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME**

vice versa

PART II

AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFEREE COMPANY

ipso facto

inter se

PART III

GENERAL TERMS & CONDITIONS

inter se

inter se

