

Partners
Mrs. Ragini Chokshi
Mr. Makarand Patwardhan
Mr. Umashankar Hegde
Mr. Girish Desai

CS Ragini Chokshi & Co.
Company Secretaries

Tel. 022-22831120
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001.
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date : 11.09.2015

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2015]

To,
Shri S.P. Gathoo,
Director (Human Resources),
Bharat Petroleum Corporation Limited,
Mumbai.

Sub: 62nd Annual General Meeting (Annual General Meeting) of the Equity Shareholders of Bharat Petroleum Corporation Limited (CIN: L23220MH1952GOI008931) held on Wednesday 09th September, 2015 at 10.30 a.m. at Rama and Sundri Watumull Auditorium at Kishinchand Chellaram College (K.C.College), 124, Dinshaw Wacha Road, Chrchgate, Mumbai-400020.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co, a Company Secretaries Firm having its registered office at 34, Kamer Bldg, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as the Scrutinizer by the Company for the purpose of:

- I. Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015,
- II. Scrutinizing the physical ballot forms received from the shareholders who do not have access to remote e-voting facility.
- III. Scrutinizing the polling papers received for the poll carried out for passing the resolutions contained in the Notice dated July 31, 2015 convening the 62nd Annual General Meeting of the Equity Shareholders of the Company held on Wednesday 09th September, 2015 at 10.30 a.m. at Rama and Sundri Watumull Auditorium at Kishinchand Chellaram College (K.C.College), 124, Dinshaw Wacha Road, Chrchgate, Mumbai-400020.



The Notice dated 31st July, 2015 convening the 62nd Annual General Meeting along with the statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the members in respect of the below mentioned resolutions to be passed at the Annual General Meeting of the Equity Shareholders of the Company.

The Company had availed the remote e-voting facility offered by National Securities Depositories Limited (NSDL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided the voting facilities through ballot to those members who do not have access to remote e-voting facility. The Company further provided voting facilities by way of poll at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically or through ballot.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date i.e Wednesday, 02nd September, 2015 were entitled to vote on the resolutions as contained in the Notice convening Annual General Meeting of the Company. The number of Shareholders eligible on the above said cut-off date was 93,448.

The period for remote e-voting commenced on Friday, 4th September, 2015 at 9.00 a.m. (IST) and ended on Tuesday, 08th September, 2015 at 5.00 p.m. (IST). The NSDL remote e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting, the votes cast there under were counted. Votes cast through physical ballot form received up to Tuesday, September 8, 2015 till 5.00 p.m. were considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting platform of National Securities Depository Limited (NSDL) e-voting system and ballot forms received respectively.

I now submit my Consolidated Report as under on the result of the remote e-voting, physical ballot forms and poll carried out at the Annual General Meeting in respect of the said resolutions:

Resolution No.1: Ordinary Resolution: To receive, consider and adopt a) the Audited the Financial Statements of the Company for the financial year ended 31st March, 2015. b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and the Statutory Auditors and the Comments of the Comptroller & Auditors General of India thereon.



(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	762	162,281,770	99.98
Ballot Form	262	76,995,733	99.99
Poll	39	397,205,223	99.99
Total	1,063	636,482,726	99.99

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	30354	0.02
Ballot Form	2	884	0.00
Poll	2	60	0.00
Total	11	31,298	0.00

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Ballot Form	85	15,346
Poll	6	21,413,777
Total	91	21,429,123

Resolution No.2: Ordinary Resolution: To declare dividend (Rs 22.50 per equity share).

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	769	163,224,684	99.99
Ballot Form	259	76,995,837	99.99
Poll	41	397,207,643	99.99
Total	1,069	637,428,164	99.99



(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	327	0.00
Ballot Form	1	84	0.00
Poll	2	426	0.00
Total	8	837	0.00

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Ballot Form	89	15,966
Poll	5	21,410,991
Total	94	21,426,957

Resolution No.3: Ordinary Resolution: To appoint a Director in place of Shri K.K. Gupta, Director(DIN :03476812) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	424	87,651,729	53.98
Ballot Form	256	76,995,739	99.99
Poll	39	397,205,223	99.99
Total	719	561,852,691	88.26

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	344	74,699,545	46.01
Ballot Form	7	312	0.00
Poll	3	2,460	0.00
Total	354	74,702,317	11.74



(iii) **Invalid votes:**

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Ballot Form	86	15,928
Poll	5	21,411,377
Total	91	21,427,305

Resolution No.4: Ordinary Resolution: To appoint a Director in place of Shri B.K.Datta, Director(DIN :03586382) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	424	87,651,710	53.98
Ballot Form	251	76,990,705	99.99
Poll	39	397,205,223	99.99
Total	714	561,847,638	88.26

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	343	74,699,544	46.01
Ballot Form	10	4,908	0.00
Poll	3	2,460	0.00
Total	356	74,706,912	11.74

(iii) **Invalid votes:**

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Ballot Form	88	16,350
Poll	5	21,411,377
Total	93	21,427,727



Resolution No.5: Ordinary Resolution: To fix the remuneration of the Statutory Auditors.(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	466	97,788,175	59.95
Ballot Form	254	76,995,177	99.99
Poll	39	397,205,223	99.99
Total	759	571,988,575	89.75

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	303	65,321,689	40.04
Ballot Form	4	112	0.00
Poll	3	2,460	0.00
Total	310	65,324,261	10.25

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Ballot Form	91	16,674
Poll	5	21,411,377
Total	96	21,428,051

Resolution No.6: Special Resolution: Approval of Private Placement of Non- Convertible Bonds/Debentures and /or Other Debt Securities.(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	668	147,224,079	92.79
Ballot Form	247	76,992,278	99.99
Poll	39	397,207,621	99.99
Total	954	621,423,978	98.19



(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	79	11,437,990	7.20
Ballot Form	10	630	0.00
Poll	3	62	0.00
Total	92	11,438,682	1.81

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Ballot Form	92	18,055
Poll	5	21,411,377
Total	97	21,429,432

Resolution No.7: Special Resolution: Approval of Material Related Party Transactions..

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	751	163,191,893	99.99
Ballot Form	248	76,992,386	99.99
Poll	38	397,205,221	99.99
Total	1,037	637,389,500	99.99

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	675	0.00
Ballot Form	8	415	0.00
Poll	3	62	0.00
Total	22	1,152	0.00



(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Ballot Form	93	19,120
Poll	6	21,413,777
Total	99	21,432,897

Resolution No.8: Ordinary Resolution: Appointment of Smt Sushma Taishete as Director.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	428	87,003,221	53.56
Ballot Form	257	76,993,579	99.99
Poll	39	397,205,241	99.99
Total	724	561,202,041	88.15

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	340	75,426,576	46.43
Ballot Form	2	92	0.00
Poll	2	42	0.00
Total	344	75,426,710	11.85

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Ballot Form	90	18,342
Poll	6	21,413,777
Total	96	21,432,119



Resolution No.9: Ordinary Resolution: Approval of Remuneration of the Cost Auditors for the Financial Year 2015-16.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	766	163,316,489	99.99
Ballot Form	252	76,993,768	99.99
Poll	39	397,205,223	99.99
Total	1,057	637,515,480	99.99

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	1,362	0.00
Ballot Form	3	96	0.00
Poll	2	60	0.00
Total	14	1,518	0.00

iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Ballot Form	94	18,039
Poll	6	21,413,777
Total	100	21,431,816

** All % figures are shown up to 2 decimals.*



IV. You may accordingly declare the results of the above consolidated voting.

Thanking You,

Place: Mumbai

Date: September 11, 2015

Yours faithfully,

FOR RAGINI CHOKSHI & CO.



R. K. Chokshi

RAGINI CHOKSHI

(Partner)

C.P. Number: 1436

Membership number: 2390

Counter Signed by

FOR BHARAT PETROLEUM CORPORATION LIMITED

A large, stylized handwritten signature in blue ink, appearing to read 'S.P. Gathoo', written over the printed name and title.

S.P. Gathoo,

DIRECTOR- Human Resources (Authorized by Chairman & Managing Director)