BHARAT PETROLEUM CORPORATION LIMITED
Registered Office: Bharat Bhavan, P.B.No. 688, 4 & 6 Currimbhoy Road,
Ballard Estate, Mumbai 400 001, CIN: L23220MH1952GOI008931
Phone: 2271 3000 / 4000 Fax: 2271 3874
E-mail: info@bharatpetroleum.in Web: www.bharatpetroleum.in

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

TO
THE MEMBERS OF THE COMPANY

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules"), and other applicable provisions, if any, of the Companies Act, 2013 (which shall include any statutory modifications, amendments or re-enactments thereto) that the Company is seeking the Shareholders' consent to pass the Special Resolutions set out below by way of Postal Ballot:

Special Business

1. Borrowing powers of the Company and creation / providing of security

To consider and if thought fit, to give assent or dissent to the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the ordinary resolution passed by Shareholders' through postal ballot on 25th January, 2012 the consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1) (c) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable provisions, if any, of the Companies Act, 2013 and provisions of Articles of Association of the Company, to borrow any sum or sums of money from time to time, for the business of the Company, from the Government of India and / or its agencies, any Bank(s)/Financial Institution(s) and / or any other Institution(s), firm(s), bodies corporate or other person(s), in India or abroad, whether unsecured or secured, in Indian or foreign currency or by way of debentures / bonds or any other security(ies), notwithstanding that the money or moneys so to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from and/or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) provided however that the total amount so borrowed and outstanding at any one time shall not exceed twice the net worth as per the latest available year end audited balance sheet of the Company.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded, in terms of Section 180(1) (a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to create / provide security for the sums borrowed on such terms and conditions and at such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the asset of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company to the concerned Lenders, under the respective arrangements entered into / to be entered into by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution(s), the Board or any Committee or person(s) authorised by the Board, be and is / are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating security as aforesaid or otherwise considered to be in the best interests of the Company."

2. Private Placement of Non-Convertible Bonds / Debentures and /or other Debt Securities

To consider and if thought fit, to give assent or dissent to the following resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013 including Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue & Listing of Debt Securities) (Amendment) Notification, 2012 and 2014 and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to the receipt of necessary approvals as may be applicable and such other approvals, permissions and sanctions, as may be necessary, including the approval of any long term lenders and trustees of Debenture Holders, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as may be approved by the Board, consent of the Company be and is hereby accorded to raise funds through Private Placement of Unsecured/Secured Non-Convertible Bonds/Debentures including but not limited to

subordinated Bonds /Debentures and or other debt securities etc during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time in one or more tranches, to such person or persons, who may or may not be the bond/ debenture holders of the Company, as the Board (or any duly constituted Committee of the Board or such other authority as may be approved by the Board) may at its sole discretion decide, including eligible investors (whether residents and/or non-residents and/or institutions/incorporated bodies and/or individuals and/or trustees and/or banks or otherwise, in domestic and/or one or more international markets) including Non-resident Indians, Foreign Institutional Investors (FIIs), Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, Bodies Corporate, Companies, private or public or other entities, authorities and to such other persons in one or more combinations thereof at such terms as may be determined under the guidelines as may be applicable, and on such terms and conditions as may be finalized by the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to Private Placement of unsecured/secured non-convertible bonds/debentures including but not limited to subordinated Bonds / Debentures and or other debt securities etc, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as approved by the Board, be and is hereby authorized to determine the terms of the Issue, including the class of investors to whom the bonds/debentures are to be allotted, the number of bonds/debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of bond/debenture holders, listing, issuing any declaration / undertaking etc. required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force and to do all such acts and things and deal with all such matter and take all such steps as may be necessary and to sign and execute any deeds/ documents/undertakings/ agreements as may be required in this regard."

By order of the Board of Directors
For **Bharat Petroleum Corporation Ltd**

Place : Mumbai
Date: 21st July, 2014

(S V Kulkarni)
Company Secretary

NOTES:

1. A Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Notice of Postal Ballot is sent to all the Shareholders, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on **18th July, 2014**.
3. The Board of Directors have appointed Shri. B.V.Dholakia, Practising Company Secretary, M/s Dholakia & Associates, Mumbai as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and to others are sent by registered / speed post along with Postal Ballot Form and the self addressed business reply envelope. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link **www.bharatpetroleum.in** or seek duplicate Postal Ballot Form from M/s Data Software Research Co. Pvt. Ltd. #19, Pycrofts Garden Road, Off. Haddows Road, Nungambakkam, Chennai - 600 006 Ph: +91-44-2821 3738 / 2821 4487 Fax: 91-44-2821 4636 Email : bpcl@dsrc-cid.in, fill in the details and send the same to the Scrutinizer.
5. In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and clause 35B of the Listing Agreement, the Company is offering E-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into a tripartite agreement with National Securities Depository Ltd (NSDL) and Data Software Research Co. Pvt Ltd (DSRC), our Share Transfer Agent for facilitating e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The instructions for e-voting are as under:

(i) Procedure & instructions for E-voting

Demat Account / Folio Number of the Shareholders has been enrolled by the Company for participation in voting on resolutions placed by the Company on e-voting system.

Process of login to e-voting system is given below:

A. In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/Depository Participants]

a) Open PDF file viz; 'BPCL e-Voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-Voting. Please note that the password is an initial password.
b) Open your web browser by typing the following URL '**https://evoting.nsdl.com**
c) Click on **Shareholder-Login.**
d) Put user ID and password as Initial password/PIN noted in step (a) above. Click Login.
e) Password Change Menu appears. Change the password with new password for your choice with minimum 8 digits/characters or combination thereof. Note new password.

f) Home page of "e-Voting" opens. Click on "e-Voting:- Active Voting Cycles.

g) Select "EVEN" of Bharat Petroleum Corporation Ltd for casting your vote in favour or against the resolution which starts on **5th August, 2014**. Kindly note that vote once cast cannot be modified. For an EVEN, you can log-in any number of times on e-Voting platform of NSDL till you have voted on all the resolutions or till the end date of voting period i.e. upto close of **4th September, 2014**,

h) Now you are ready for e-Voting as Cast Vote page opens.

i) Cast your vote by selecting appropriate option and click on "**Submit**" and also **"Confirm"** when prompted.

j) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at bpclpb2014@dholakia-associates.com with a copy marked to evoting@nsdl.co.in .

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that login to 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 'Forgot Password' option available on the site to reset the same.

Please note that you can use this login exclusively for voting on the resolutions placed by companies in which you are the shareholder.

B. In case of Shareholders' receiving Postal Ballot Form by Post:

a) Initial password is provided as below/at the bottom of the Postal Ballot Form. EVEN (EVoting Event Number) USER ID / PASSWORD / PIN.

b) Please follow all steps from Sl. No. (b) to (j) of (A) above, to cast vote.

C. 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 Downloads section of **https://evoting.nsdl.com**' or contact Data Software Research Co. Pvt. Ltd at the Telephone No.: Ph: +91-44-2821 3738 / 2821 4487.

D. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

6. **Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.**

7. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 1730 Hours) on **4th September, 2014.** The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post etc at the expense of the Shareholders will also be accepted. **Assent / Dissent received after 4th September, 2014 (i.e. 1730 Hours) would be strictly treated as if reply from the shareholder has not been received.**

8. The voting period ends on the close of working hours (i.e. 1730 hours) on **4th September, 2014.** The e-voting module shall also be disabled by National Securities Depository Limited for voting thereafter.

9. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **18th July, 2014**

10. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Mumbai.

11. The Scrutinizer will submit report to the Chairman and Managing Director or Company Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced on **10th September, 2014** at 1500 Hours at the Registered Office of the Company situated at Bharat Bhavan,4 & 6 Currimbhoy Road, Ballard Estate,Mumbai – 400 001. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website **www.bharatpetroleum.in** and also on the website of NSDL i.e. **https://evoting.nsdl.com** and shall be communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be published in the newspapers. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution. The result of the Postal Ballot shall also be announced at the next Annual General Meeting of the Company.

12. The Board of Directors has appointed Director (Finance) and Company Secretary as the persons responsible for the entire postal ballot process.

13. All the documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 1100 hours to 1300 hours up to the date of declaration of the result of Postal Ballot.

14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE ACCOMPANYING NOTICE DATED 21st JULY, 2014.

1. Borrowing powers of the Company and creation / providing of security

As per Section 180 (1) (c) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company shall not, except with the consent of the Company by passing a Special Resolution, borrow moneys, together with the moneys already borrowed by the Company, in excess of the paid-up capital and free reserves of the Company. Notice of Postal Ballot dated **7th December, 2011** containing Ordinary Resolution for Increase in the borrowing powers of the Company and creation/providing of security was circulated to the Shareholders of the Company. The ordinary resolution was accordingly passed by the requisite majority according approval for borrowing upto the total amount so borrowed and outstanding at any one time shall not exceed twice the net worth as per the latest available year end audited balance sheet of the Company. The result of the Postal Ballot was announced on **25th January, 2012.** Borrowings are integral part of raising of resources to meet the Company's fund requirements for working capital and capital expenditure plan. In view of the above, validity of existing borrowing powers sanctioned by the Members needs approval by Special Resolution. in accordance with aforesaid section 180 (1) (c) of the Act. Hence, the Board of Directors of the Company desired to seek approval from the Members for the overall borrowing limit of twice the net worth as per the latest available year end audited balance sheet of the Company relevant for the respective financial year. The net worth as per the last audited balance sheet as on **31st March, 2014** is Rs. 19,458.76 crores. Further, in terms of the provisions of Section 180(1) (a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking or undertakings of the company without the consent of the Shareholders of the Company by way of a Special Resolution through Postal Ballot. The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company in such form and manner and ranking as the Board may determine in consultation with the lender (s). Since the creation of charge / mortgage tantamount to otherwise disposing of the undertakings of the Company, it shall be necessary to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013. Therefore, it is proposed to authorize the Board of Directors of the Company to mortgage/create charge on immovable and/or movable properties of the Company, both present and future, for securing loan as may be required. The Board of Directors of the Company in its Meeting held on **21st July, 2014** approved the above proposal.

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

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Special Resolution, except to the extent of their shareholding in the Company if any.

2. Private Placement of Non-Convertible Bonds / Debentures and /or other Debt Securities

As per provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, a company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Shareholders of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for "non-convertible debentures", it shall be sufficient if the company passes a previous Special Resolution only once in a year for all the offers or invitations for such debentures during the year. Non-Convertible Debentures (NCDs) and including subordinated debentures, bonds etc issued on private placement basis constitute a significant source of borrowings for the Company. In view of the above and to meet the requirements of Section 42 of the Companies Act, 2013 read with applicable Rules, Private Placement of Unsecured / Secured Non Convertible Bonds/Debentures including but not limited to subordinated Bonds /Debentures and or other debt securities etc during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time in one or more tranches, to such person or persons require, approval of the shareholders of the Company by way of Special Resolution. Further, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as may be approved by the Board, shall be authorized to determine the terms of the Issue, including the class of investors to whom the bonds/debentures are to be allotted, the number of bonds/debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of bond/debenture holders, listing, issuing any declaration / undertaking etc. required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force. The Board of Directors of the Company in its Meeting held on 21st July, 2014 approved the above proposal.

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

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Special Resolution, except to the extent of their shareholding in the Company if any.

By order of the Board of Directors
For **Bharat Petroleum Corporation Ltd**

Place : Mumbai
Date : 21st July, 2014

(S V Kulkarni)
Company Secretary

BHARAT PETROLEUM CORPORATION LIMITED
Registered Office: Bharat Bhavan, P.B.No. 688, 4 & 6 Currimbhoy Road,
Ballard Estate, Mumbai 400 001, CIN: L23220MH1952GOI008931
Phone: 2271 3000 / 4000 Fax: 2271 3874
E-mail: info@bharatpetroleum.in Web: www.bharatpetroleum.in

POSTAL BALLOT FORM

Sl. No.:

1. Name and registered address of the Sole / First named Member (IN BLOCK LETTERS) :

2. Name(s) of the joint Member(s), if any, (IN BLOCK LETTERS) :

3. Registered Folio No./DP ID No.*/: Client ID No.* (*Applicable to investors holding shares in electronic form) :

4. Number of shares held :

I/We hereby exercise my /our vote in respect of the following 'Special Resolution(s)' to be passed throug Postal Ballot for the Special Business stated in the Notice dated 21st July, 2014 of Bharat Petroleum Corporation Ltd, ('the Company') by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 180 (1) (c) / (a) of the Companies Act, 2013 for borrowing powers of the Company and creation / providing of security.			
2.	Special Resolution under Section 42 of the Companies Act, 2013 for Private Placement of Non-Convertible Bonds / Debentures and /or other Debt Securities.			

Place :
Date :

Signature of Member / Beneficial Owner/
Authorised Representative

E-mail ID :..... Tel /Mobile No.....

Electronic Voting Particulars

EVEN (E Voting Event Number)	User ID	Password / PIN

Note : 1. Please read the instructions printed overleaf before casting vote, 2. Last date for receipt of Form is **4th September 2014. (1730 hrs)**

INSTRUCTIONS

1 A Member desiring to exercise a vote by postal ballot may complete this Postal Ballot form in all respects and send it to the Scrutinizer in the attached self addressed postage prepaid envelope which shall be properly sealed. However. envelopes containing Postal ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Shareholders(s) will also be accepted. Voting through any other form or photocopy of the Postal Ballot Form will not be considered valid.

2 The self addressed envelope bears the address of the Scrutinizer. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope, as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer

3 Please convey your assent / dissent in this Postal Ballot Form only. The assent or dissent received in any other form shall not be considered valid. Member may kindly fill the postal ballot form using indelible ink and avoid using erasable writing medium like pencil.

4 This form should be completed and signed by the Member/s. In case of joint holding, the Form should be completed and signed by the first named Member and in his absence by the next named Member. The signature of the Member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form, respectively.

5 In case of shares held by companies, trust, societies, bodies corporate etc. the duly completed Postal Ballot Form should be accompanied by certified copy of the Board Resolution/ Authority Letter together with attested specimen signature(s) of duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a Shareholder of the Company must be accompanied by the copy of Power of Attorney duly certified by Magistrate, Notary Public or Special Executive magistrate or a similar authority holding a Public Office and authorized to use the Seal of his office. If the same is already registered with the Company, please quote the Registration Number beneath the signature.

6. A tick (√) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. The right of voting by postal ballot / e-voting shall not be exercised by proxy.

7. There will be only one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint Member(s). Members are entitled to cast their votes differently i.e all the votes either in favour or against or partly in favour or against. However, the number of votes cast must not exceed the number of shares held by the Members.

8. **Duly completed postal ballot form should be forwarded to "Shri. B.V. Dholakia, The Scrutinizer, C/o Data Software Research Co. Pvt. Ltd. #19, Pycrofts Garden Road, Off. Haddows Road, Nungambakkam, Chennai - 600 006 Ph: +91-44-2821 3738 / 2821 4487 so as to reach not later than 1730 hrs, on Thursday, 4th September, 2014**. Postal Ballot Form received after this date will be strictly treated as if the reply from the Member has not been received.

9 Voting right shall be reckoned on the paid-up value of the shares registered in the name of the Members as on Friday, **18th July, 2014**.

10 Votes will be considered invalid on the following grounds :

a. If the Member's signature does not tally with the signature registered with the Company.
b. If the Member has marked all his shares both in favour and also against the resolution.
c. If the postal ballot is unsigned.
d. If the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked
e. Neither assent nor dissent is mentioned in the Postal Ballot Form

11. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

12. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice;

13. Shareholders who have not received Postal Ballot Notice / Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link **www.bharatpetroleum.in** or seek duplicate Postal Ballot Form from M/s Data Software Research Co. Pvt. Ltd. #19, Pycrofts Garden Road, Off. Haddows Road, Nungambakkam, Chennai- 600 006. Ph: +91-44-2821 3738 / 2821 4487 Fax: 91-44-2821 4636 E-mail : **bpcl@dsrc-cid.in** fill in the details and send the same to the Scrutinizer.

14. For detailed instructions on e-voting, please refer to the notes appended to the Notice of Postal Ballot.