



Leading with Trust,
Transparency and
Accountability

PERFORMANCE SNAPSHOT

- 15+ Governance Policies
- 130 Vigilance training sessions conducted
- 3,792 Participants covered through vigilance training
- ZERO Conflict of interest complaints (Directors & KMPs)
- ZERO Employees against whom bribery/ corruption action taken
- 3 Members of the Sustainable Development Committee



Guided by a robust governance framework comprising policies, systems and controls, we uphold the highest standards of integrity, transparency and accountability across our operations. By embedding ESG principles into our decision-making and business practices, we strengthen stakeholder trust, enhance organizational resilience and support long-term, responsible growth.

MATERIAL TOPICS LINKED

- Innovation and Technology (R&D)
- Cyber Security and Data Privacy
- Economic Performance
- Corporate Governance

SDGs LINKED



CODE OF GOVERNANCE

Our governance framework integrates transparency, accountability and responsible business conduct to ensure effective oversight and build a culture of compliance. It enables us to protect stakeholder interests, empower employees and make informed decisions.

ROLE OF THE BOARD

Our Board of Directors provides strategic oversight and reviews key business, operational and financial matters, while upholding high standards of governance, ethical conduct, regulatory compliance and risk management. Through a robust governance framework, the Board enables informed decision-making and drives sustainable value creation over the long-term.

BOARD COMMITTEES

Audit Committee

It oversees financial reporting, internal controls, statutory compliance, audit processes, accounting policies, the whistleblower mechanism, loans, investments and related-party transactions.

Project Evaluation Committee

The committee reviews projects with costs of ₹ 500 crore and above, including investments in subsidiaries and joint ventures. It also assesses project feasibility and delivery efficiency.

Nomination and Remuneration Committee

The NRC reviews and recommends policies related to employee compensation, incentives, and benefits, ensuring alignment with guidelines issued by the Government of India and promoting fairness and transparency.

Stakeholder Relationship Committee

It oversees investor relations and reviews the redressal of shareholder and debenture holder grievances.

Corporate Social Responsibility Committee

Guides the Company's CSR strategy, reviews program implementation and monitors the utilization of CSR funds.

Risk Management Committee

The committee oversees the enterprise risk management framework, reviews key business risks and mitigation measures and supports business continuity.

Sustainable Development Committee

It provides oversight on sustainability and ESG initiatives, reviews sustainability performance, and oversees the Business Responsibility and Sustainability Report (BRSR) and Sustainable Development Report.

OUR POLICIES

- Sustainability Policy
- HSE (Health, Safety and Environment) Policy
- Security Policy
- Corporate Social Responsibility (CSR) Policy
- Sexual Harassment Policy
- Equal Opportunity Policy
- Human Rights Policy
- Whistleblower Policy
- Related Party Transaction Policy
- Dividend Distribution Policy
- Code of Conduct for Board Members and Senior Management Personnel
- Code for Prevention of Insider Trading in the Securities of BPCL
- Preservation of Documents and Archival Policy
- Policy for Determination of Materiality of Events or Information
- Policy for Material Subsidiaries



STAKEHOLDER MANAGEMENT

We regularly engage with stakeholders to understand their expectations, communicate our strategic priorities and strengthen long-term relationships. These engagements provide input that supports business decisions, enhances transparency and strengthens our governance framework. We integrate stakeholder feedback into our policies, business strategies and operational practices to address evolving business and sustainability priorities.

Stakeholder Classification

We classify our stakeholders into internal and external groups based on their relationship with the Company, their influence on our business and their impact on our long-term growth and sustainability.

Internal

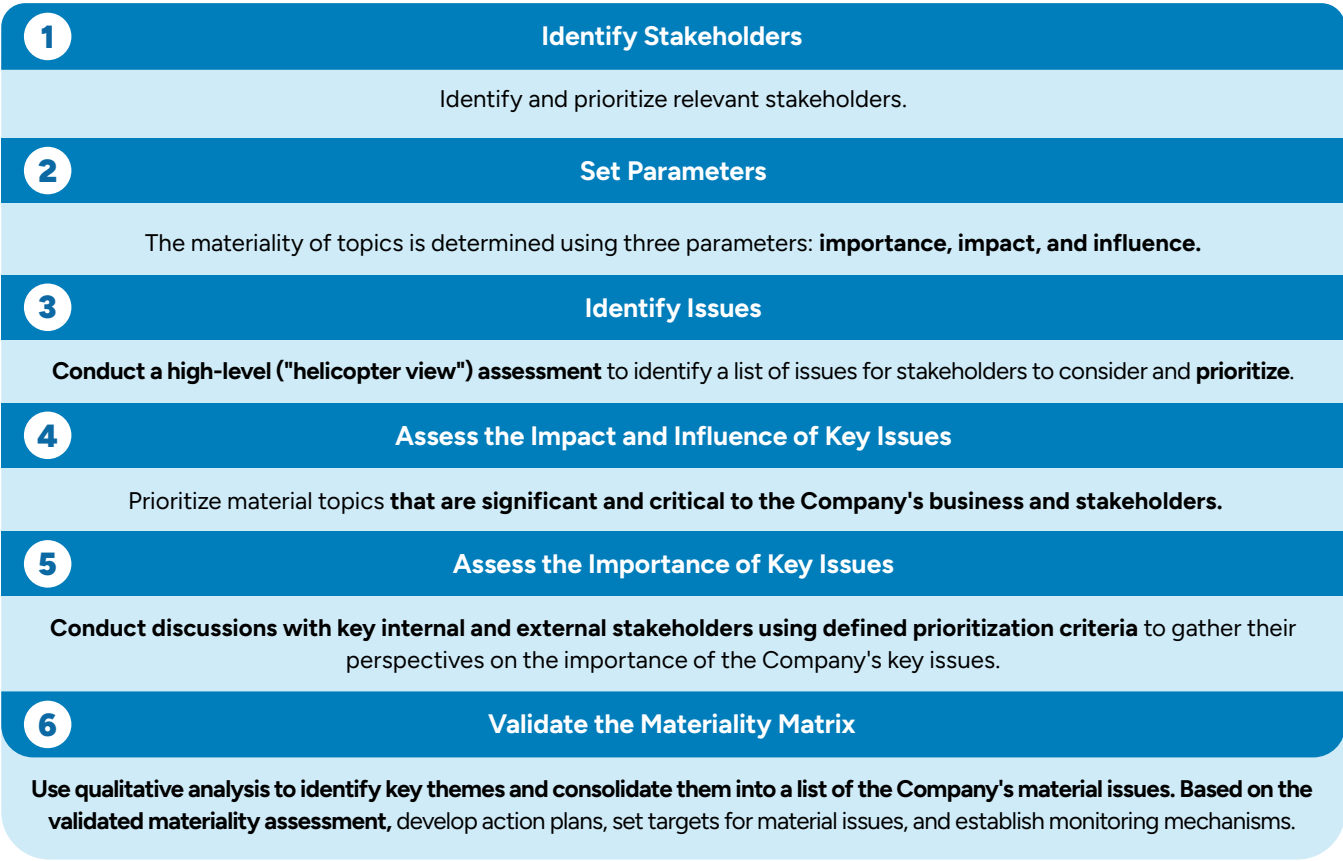
- Employees
- Shareholders and Investors

External

- Suppliers and Contractors
- Dealers and Distributors
- Customers
- Media
- Competitors
- Community and NGOs
- Government and Regulators
- Industry Trade Associations

Stakeholder Engagement Process

We undertake a structured process to identify and prioritise stakeholder groups based on their relationship with the organization and the extent to which they influence or are affected by our operations. Insights from this process inform our materiality assessment and support the integration of key sustainability considerations into our strategic planning, risk management, and performance monitoring frameworks.



MATERIALITY ASSESSMENT

We identify and prioritize the environmental, social and governance topics that are most relevant to our business and stakeholders through a structured materiality assessment. The assessment incorporates stakeholder engagement and internal evaluation to determine our material priorities and guide strategic decision-making. We periodically review our material topics to reflect evolving business, regulatory and stakeholder expectations, while aligning our sustainability priorities with the United Nations Sustainable Development Goals (SDGs).

A Three-Phased Approach

Materiality Assessment Process

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PHASE 1

Desktop Review and Peer Benchmarking

We conducted a desktop review and benchmarked our material topics against market trends and leading reporting standards like GRI, SASB, IPIECA and IOGP, to identify relevant material topics.

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PHASE 2

Stakeholder Engagement

We engaged with key stakeholder groups through surveys and interviews to understand their perspectives on material topics and assess their relevance to our strategic business priorities.

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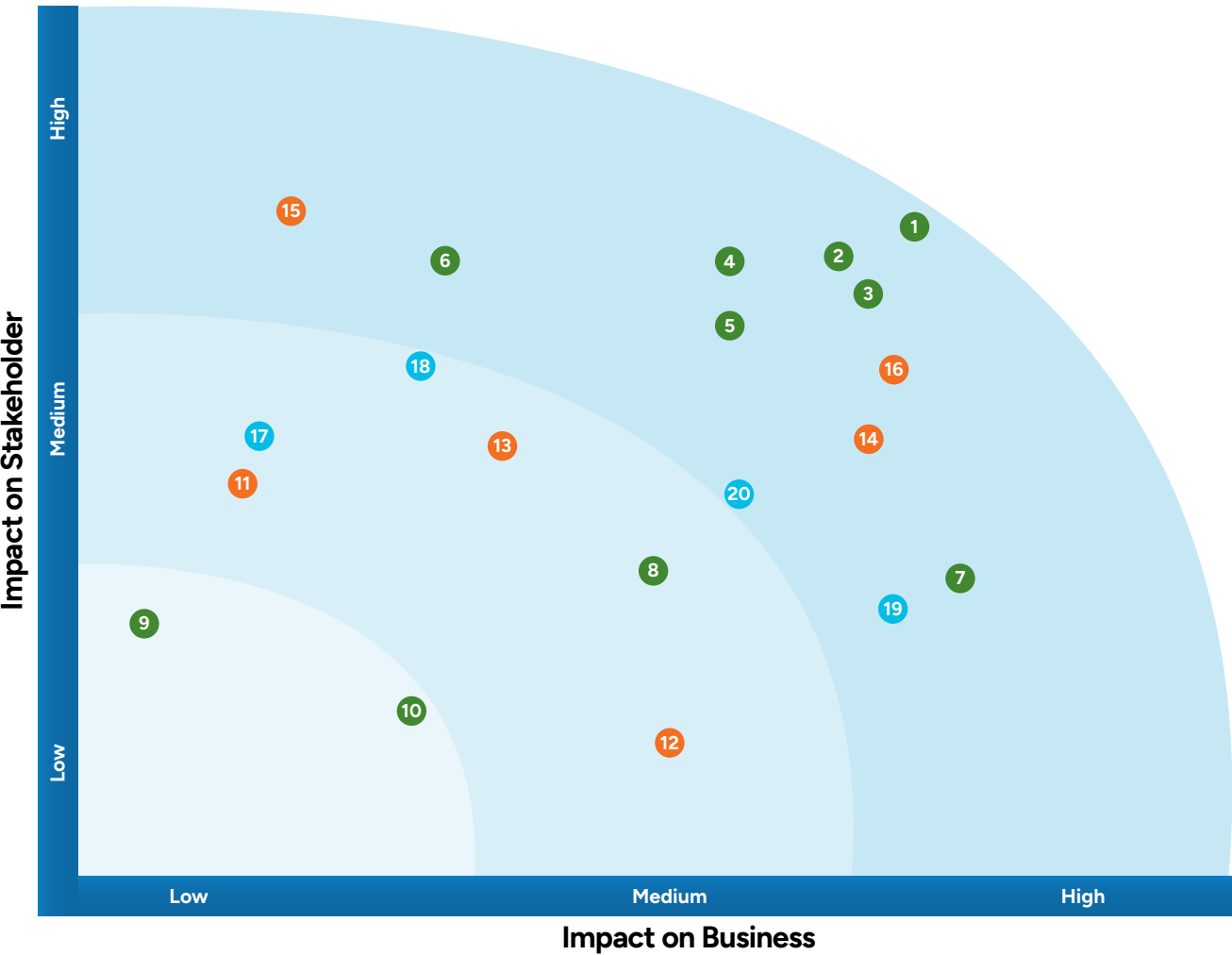
PHASE 3

Validation of Material Topics

We validated the identified material topics through detailed analysis and management review. The final materiality matrix prioritizes the topics based on their significance to our business and their importance to stakeholders, classifying them as High, Medium, or Low.

Materiality Matrix

Our materiality assessment incorporated inputs from stakeholders, senior management and the Board, covering all Strategic Business Units across our operations. The outcome of this assessment is presented in the materiality matrix, which identifies the environmental, social and governance topics that are most significant to our business and stakeholders. Each topic has been assessed based on its significance to our business and its importance to stakeholders and classified as Low, Medium, or High.



- ENVIRONMENT

1. Climate Change

2. GHG and Other Emissions

3. Energy Use and Transition

4. Water Management

5. Waste Management

6. Asset integrity and Process Safety

7. Availability of Raw material

8. Product Safety and Quality

9. Clean Tech

10. Biodiversity
- SOCIAL

11. Human Capital and Labour Rights

12. Diversity, Inclusive Development & Community Relations

13. Talent Management

14. Occupational Health and Safety

15. Supply Chain Management

16. Customer Satisfaction and Grievance Redressal
- GOVERNANCE

17. Corporate Governance

18. Cyber Security and Data Privacy

19. Economic Performance

20. Innovation and Technology (R&D)



Innovation and Technology (R&D)

At BPCL, we consider Research & Development as an extension of our responsibility towards society. During the year, we demonstrated this commitment by showcasing our R&D achievements before the nation's leadership. This reflected the importance we place on home-grown, socially meaningful innovation — spanning intellectual property creation, sustainable product development, decarbonization research and cleaner process technologies, each oriented toward outcomes that benefit our customers, our host communities and the country at large.

We have consciously shaped our innovation pipeline around the needs of communities living in challenging conditions. We have developed fuels and cooking gas for extreme cold and high-altitude regions to provide households and people in remote areas with reliable and uninterrupted energy supply during harsh winters. Our cooking-gas variants, engineered for greater thermal efficiency, continue to help households derive more value from every cylinder. These efforts reflect our deliberate choice to let social need, rather than commercial convenience alone, guide the direction of our product research.

We have also turned industrial by-products into sources of value. We convert ash from our boiler operations into usable silica that supports biorefinery operations and transform by-products of grain-based ethanol production

into biodegradable plastic, reducing the environmental burden on communities around our plants and opening new avenues of value for farmers and allied industries.

We direct a significant share of our research capacity towards energy transition. We are progressing work on second-generation ethanol, compressed biogas, sustainable aviation fuel, green hydrogen, carbon capture and utilization, and the harnessing of renewable energy from ocean waves, all intended to reduce the country's dependence on imported hydrocarbons and improve air quality in urban centers. At the plant level, we are refining how we produce fuels through technologies for low-pressure hydrogen recovery, catalytic conversion of carbon dioxide into useful chemicals and digital tools that optimize refinery operations in real time. Meanwhile, a parallel initiative to convert fermentation residues into enriched organic manure sustains our compressed biogas operations and benefits the farming communities we work with.

The recognition we received from industry bodies during the year, including several awards for innovation, intellectual property management and sustainability, affirms that this work is valued not only within our organization but by the wider ecosystem we serve. As we carry this momentum forward, we remain guided by our conviction that research and development is most meaningful when its benefits reach beyond the laboratory, into homes, farms and communities that depend on us every day.