

Sec.3.4.1(L)

7<sup>th</sup> July, 2016

The Secretary,  
**BSE Ltd.,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001

The Secretary,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No C/1,  
G Block, Bandra-Kurla Complex,  
Mumbai 400051

Dear Sir/Madam,

**Subject: Declaration of Postal Ballot Results**

The proposal for "*Issue of Bonus Shares by way of Capitalisation of Reserves*" has been approved by the Shareholders as set out in the Postal Ballot Notice dated 26.05.2016 under Section 110 of the Companies Act, 2013 and Rules made thereunder.

Please find enclosed the results of Postal Ballot which is also being hosted on our website [www.bharatpetroleum.in](http://www.bharatpetroleum.in) along with Scrutinizer's Report issued by Mrs. Ragini Chokshi, Practising Company Secretary.

The details regarding the voting results in the specified format is also submitted as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the above, the Resolution has been passed by the Members with requisite majority.

We request you to kindly take the above on record.

Thanking You,

Yours faithfully,  
For **Bharat Petroleum Corporation Limited**

  
(S V Kulkarni)  
Company Secretary

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Encl.: A/a..

### Announcement of Postal Ballot Voting Result

Result of Voting of Postal Ballot as set out in Notice dated 26<sup>th</sup> May, 2016 for voting conducted by electronic means pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

In this regard, the Company has appointed Mrs. Ragini Chokshi, Practising Company Secretary, of M/s Ragini Chokshi & Co., as the Scrutinizer for conducting the remote e-Voting and Postal Ballot process in a fair and transparent manner. Mrs. Ragini Chokshi has submitted Consolidated Scrutinizer's Report. The details of consolidated voting by remote e-Voting and postal ballot as announced by the Chairman & Managing Director at the Registered Office on 7<sup>th</sup> July, 2016 are as under:

#### 1. Ordinary Resolution: Issue of Bonus Shares by way of Capitalisation of Reserves:

(No. of Shares)

Manner of Voting	Total votes	Total invalid votes	Total valid votes	Votes in favour	Votes against
E-Voting	175915838	-	175915838	175914684	1154
Ballot Form	471380186	46552	471333634	471331997	1637
Total	647296024	46552	647249472	647246681	2791


% of votes in favour of the resolution : 99.9996 %

% of votes against the resolution : 0.0004 %

Based on the above, the Resolution has been passed by the Members with requisite majority.

For Bharat Petroleum Corporation Limited

Place : Mumbai  
Date : 7<sup>th</sup> July, 2016

  
(S. V. Kulkarni)  
Company Secretary  
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## DETAILS OF VOTING RESULTS

Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM/declaration of Voting Result of Postal Ballot : 7<sup>th</sup> July, 2016  
 Total number of shareholders on record date/Cut-Off date : 93,246  
 (26<sup>th</sup> May, 2016)  
 No. of Shareholders present in the meeting either  
 In person or through proxy : Not Applicable  
     Promoters and Promoter Group : --  
     Public : --  
 No. of Shareholders attended the meeting through Video Conferencing : Not Applicable  
     Promoters and Promoter Group : --  
     Public : -  
 Agenda- wise disclosure (to be disclosed separately for each agenda item) : Issue of Bonus Shares by way of Capitalisation of Reserves  
 Resolution required: (Ordinary/ Special) : Ordinary Resolution  
 Whether promoter/ promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes- In favour	No. of Votes – Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3) = $\frac{[(2)/(1)] * 100}{100}$	(4)	(5)	(6) = $\frac{[(4)/(2)] * 100}{100}$	(7) = $\frac{[(5)/(2)] * 100}{100}$
Promoter and Promoter Group	E-Voting	397200120	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		397200120	100.00	397200120	0.00	100.00	0.00
	Total		397200120	100.00	397200120	0.00	100.00	0.00
Public – Institutional holders	E-Voting	221995486	169992203	76.57	169991253	950	99.999	0.001
	Poll		-	-	-	-	-	-
	Postal Ballot		6222222	2.80	6222222	0.00	100.00	0.00
	Total		176214425	79.38	176213475	950	99.999	0.001
Public-Others	E-Voting	103888642	5923635	5.70	5923431	204	99.997	0.003
	Poll		-	-	-	-	-	-
	Postal Ballot		67911292	65.37	67909655	1637	99.998	0.002
	Total		73834927	71.07	73833086	1841	99.998	0.002
Total		723084248	647249472	89.51	647246681	2791	99.9996	0.0004

For **Bharat Petroleum Corporation Limited**



( S. V. Kulkarni)  
 Company Secretary

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# *Ragini Chokshi & Co.*

## *Company Secretaries*

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.  
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com  
web: csraginichokshi.com

Tel. : 022-2283 1120  
022-2283 1134

Date : 7.07.2016

### SCRUTINIZER'S REPORT

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

To,  
The Chairman,  
**BHARAT PETROLEUM CORPORATION LIMITED**  
Bharat Bhavan, P.B.No.688, 4 & 6 Currimbhoy Road  
Ballard Estate, Mumbai 400 001

Dear Sir,

Subject: **SCRUTINIZER'S REPORT**

We, Ragini Chokshi & Co. Practicing Company Secretaries, Mumbai have been appointed by the Board of Directors of **BHARAT PETROLEUM CORPORATION LIMITED** at its meeting held on May 26, 2016 as the scrutinizer for conducting Postal Ballot / E-voting process and We have given our consent to act as a scrutinizer vide letter dated for passing of the following Ordinary Resolution by Postal Ballot.

#### **1. Ordinary Resolution: Issue of Bonus Shares by way of Capitalisation of Reserves**

##### **"RESOLVED THAT**

- i) pursuant to Section 63 and other applicable provisions of the Companies (Share Capital & Debentures) Rules, 2014 and the applicable provisions of the Companies Act, 2013 and Article 110 of the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the Regulations") and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, the Board of Directors of the Company ("the Board or the Board of Directors" which term shall be deemed to include any Committee authorised to exercise powers) be and is hereby authorised to capitalize a sum not exceeding Rs. 723,08,42,480/- out of the Company's General Reserves Account or such other accounts as are permissible to be utilized for the purpose, as per the audited accounts of the Company for the financial year ended March 31, 2016 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 72,30,84,248 equity shares of Rs. 10/- each as bonus shares credited as fully paid up, to the eligible members of the Company holding equity shares of Rs. 10/- each whose names appear in the Register of Members / Beneficial Owners' position of the Company on the Record Date as determined, in the proportion of One new equity share of Rs. 10/- for every One equity share of Rs. 10/- as on the Record Date as determined and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal



amount of the equity share capital of the company held by each such members and not as income.

- ii) the new equity shares of Rs.10/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank paripassu in all respects with and carry the same rights as the existing fully paid equity shares of the Company except that these Bonus Shares shall not be eligible for the final dividend for the year ended March 31, 2016 and shall be entitled to participate in full in any dividend/s to be declared thereafter.
- iii) no letter of allotment shall be issued in respect of the Bonus shares and the share certificate(s) for bonus shares be issued / dispatched to the shareholders who hold the existing shares in physical form or opt to receive as such and the respective beneficiary accounts be credited with the bonus shares, for such shareholders who hold the existing shares or opt to receive the bonus shares, in dematerialized form, within the prescribed period.
- iv) the allotment of the new equity bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.
- v) the Board be and is hereby authorized to take necessary steps for listing of the bonus shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations.
- vi) for the purpose of giving effect to this Resolution, the Board, the Committee authorized by the Board and other designated officers of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including settling any question, doubt or difficulties that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution.



### DETAILS OF VOTING RESULT

Category	Mode of Voting	No. of shares held  (1)	No. of Votes polled  (2)	% of Votes polled on outstanding shares  (3) = $\frac{[(2)/(1)] \times 100}{100}$	No. of Votes- In favour  (4)	No. of Votes – Against  (5)	% of Votes in favour on Votes polled  (6) = $\frac{[(4)/(2)] \times 100}{100}$	% of Votes against on Votes polled  (7) = $\frac{[(5)/(2)] \times 100}{100}$
Promoter and Promoter Group	E-Voting	397200120	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		397200120	100	397200120	0	100	0
	Total		397200120	100	397200120	0	100	0
Public – Institutional holders	E-Voting	221995486	169992203	76.57	169991253	950	99.999	0.001
	Poll		-	-	-	-	-	-
	Postal Ballot		6222222	2.80	6222222	0	100	0
	Total		221995486	79.38	176213475	950	99.999	0.001
Public-Others	E-Voting	103888642	5923635	5.70	5923431	204	99.997	0.003
	Poll		-	-	-	-	--	-
	Postal Ballot		67911292	65.37	67909655	1637	99.998	0.002
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Total		723084248	647249472	89.51	647246681	2791	99.9996	0.0004

### DETAILS OF POSTAL BALLOTS RECEIVED FOR THE ABOVE ORDINARY RESOLUTION:

Sr. No	Particulars	No of Postal ballot Forms	No of Shares	% of total number of votes cast
1.	Total Ballot received	1,960	471,380,186	--
2.	Less: Invalid Postal Ballot	106	46,552	--
3.	Net Valid Postal Ballot	1,854	471,333,634	100
4.	Postal ballot with Assent Resolution	1,839	471,331,997	99.9997
5.	Postal ballot with dissent resolution	15	1,637	0.0003



**DETAILS OF VOTING BY ELECTRONIC MODE FOR THE ABOVE ORDINARY RESOLUTION:**

Sr. No	Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
1.	Total Votes Received by electronic mode	1,352	175,915,838	-
2.	Less: Total no. of Invalid Votes	-	-	-
3.	Total no. of valid Votes	1352	175,915,838	100
4.	Total no. Votes with Assent	1,344	175,914,684	99.999
5.	Total no. Votes with Dissent	8	1,154	0.001

**SUMMARY OF POSTAL BALLOT AND E-VOTING**

Particulars	No. of Equity Shares	% of total number of votes casted
Total Valid Votes Cast	647,249,472	100
Assented to Resolution	647,246,681	99.9996
Dissented to Resolution	2,791	0.0004

2. We submit our report as under:

2.1 The e-voting period commenced on Monday, 6<sup>th</sup> June, 2016 (9.00 a.m. IST) and ended on to 5<sup>th</sup> July, 2016 (5.00 p.m. IST).

2.2 The Company completed the dispatch of Postal- Ballot forms on 2<sup>nd</sup> June, 2016 along with postage pre- paid business reply envelope and by NSDL mail to 93,246 Members whose name appear on the Register of Members as on "Cut Off" date i.e. 26<sup>th</sup> May, 2016.

2.3 Particulars of all the Postal Ballot forms received / E-Voting confirmations from the Members have been entered in the register separately maintained for the purpose.

2.4 The Postal Ballot forms were kept under our safe custody in a sealed and tamper proof ballot boxes before commencing the scrutiny of postal ballot forms.

2.5 The Postal Ballots were opened on 5<sup>th</sup> July, 2016 in our presence.

2.6 The Postal ballot forms were duly opened in our presence and scrutinized and the Shareholding was confirmed with the Register of Members of the Company as on 26<sup>th</sup> May, 2016.



- 2.7 All Postal Ballot forms / E-voting confirmations received up to the close of working Hours on **5<sup>th</sup> July, 2016 at 5.00 p.m.** the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.
- 2.8 Envelopes containing Postal- ballot forms / E-Voting confirmations received after closing hours of **5<sup>th</sup> July, 2016 at 5.00 p.m.** were not considered for our scrutiny.
- 2.9 Envelopes containing Postal Ballot forms which were returned undelivered were not opened and they were separately kept.
- 2.10 We have not found any defaced or mutilated ballot paper.
- 2.11 With the support and Registrar and Transfer Agent (RTA) of the Company, The Postal Ballot Forms were scrutinized and the signatures of Members who had cast their votes were verified with their specimen signatures registered with RTA as provided by the depositories.
- 2.12 We have downloaded the data of E-voting after E-voting module was closed by National Depository Services (India) Limited (NDSL) on **5<sup>th</sup> July, 2016 at 5.00P.M.**
3. The Postal Ballot forms and other related papers / registers and records shall be delivered for safe custody of the Company Secretary of the Company who is authorized by the Board to supervise the Postal – Ballot process.
4. You may accordingly declare the result of the Voting by Postal Ballot/E- voting.

Place: Mumbai

Date: 07.07.2016

For RAGINI CHOKSHI & CO.

*R. K. Chokshi*

RaginiChokshi  
(Partner)  
Membership No. 2390  
C.P. No. 1436

