

Sec.3.4.1(L)

21st September, 2016

The Secretary,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
BSE Scrip Code: 500547

The Secretary,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No C/1,
G Block, Bandra-Kurla Complex,
Mumbai 400051
NSE Symbol : BPCL

Dear Sir/Madam,

Subject: Summary of the Proceedings of the 63rd Annual General Meeting held on 21.09.2016

We would like to inform you that the 63rd Annual General Meeting of the Company was held on Wednesday, 21st September, 2016 at 10:30 a.m. at the Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College (K. C. College), 124, Dinshaw Wacha Road, Churchgate, Mumbai 400 020.

Shri S. Varadarajan, Chairman & Managing Director took the Chair. The Company Secretary welcomed the members and confirmed that the requisite quorum for the Meeting was present. He introduced the Directors seated on dais and requested the Chairman to conduct the Meeting.

The Chairman commenced the meeting and later asked the Company Secretary to read the relevant portions of the Auditors' Report. The Company Secretary informed that the Standalone and Consolidated Report of the Independent Auditors as well as Comptroller & Auditor General of India (C&AG) for the Financial Year 2015-16 did not have qualification. He read out the observations made out in the Secretarial Audit Report.

The Chairman delivered his speech (copy enclosed) and briefed the Members on the remote e-voting facility and voting by Ballot/Poll paper at the Annual General Meeting. Company Secretary then read the poll process.

The following businesses were transacted at the 63rd Annual General Meeting:

Sr. No.	Particulars	Type of Resolution
1	To receive, consider and adopt a) the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2016; and the Reports of the Board of Directors and the Statutory Auditors and the Comments of the Comptroller & Auditor General of India thereon.	Ordinary
2	To confirm the payments of Interim Dividends on Equity Shares and to declare Final Dividend on Equity Shares for the Financial Year ended 31st March, 2016.	Ordinary
3	To appoint a Director in place of Shri Shrikant Prakash Gathoo, Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary

भारत भवन, 4 एवं 6, करीमभाँय रोड, बेलाई इस्टेट, पोस्ट बॉक्स क्र. 688, मुंबई - 400 001. फोन : 2271 3000/4000, फ़ैक्स : 2271 3874

Sr. No.	Particulars	Type of Resolution
4	To authorise the Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2016-17.	Ordinary
5	Approval of Private Placement of Non-Convertible Bonds/Debentures and/or Debt Securities.	Special
6	Approval of Material Related Party Transactions.	Special
7	Appointment of Shri Rajesh Kumar Mangal as an Independent Director.	Ordinary
8	Appointment of Shri Deepak Bhojwani as an Independent Director.	Ordinary
9	Appointment of Shri Gopal Chandra Nanda as an Independent Director.	Ordinary
10	Appointment of Shri Anant Kumar Singh as Government Nominee Director.	Ordinary
11	Appointment of Shri Ramesh Srinivasan as Director (Marketing).	Ordinary
12	Appointment of Shri Ramamoorthy Ramachandran as Director (Refineries).	Ordinary
13	Approval of Remuneration of the Cost Auditors for the Financial Year 2016-17.	Ordinary

The Chairman invited comments and questions from the Members. Queries raised by the Members with respect to Financial Statements, business operations etc. were clarified/answered by the Chairman.

The Members then cast their votes through Ballot/Poll paper at the Annual General Meeting. The Chairman informed the Members that the Consolidated Voting Results cast through poll taken at the Annual General Meeting and electronic voting, on all Resolutions once finalised shall be communicated to the Stock Exchanges viz., National Stock Exchange of India Limited and BSE Limited and also placed on the Company's website www.bharatpetroleum.in within 48 hours of conclusion of the Annual General Meeting of the Company.

The Chairman thanked the Members present and the Meeting concluded at 1300 hours.

We request you to kindly take the above on record.

Thanking You,

Yours faithfully,

For **Bharat Petroleum Corporation Limited**



(S V Kulkarni)

13 Company Secretary

Dear Shareowners,

On behalf of the Company and the Board of Directors, I welcome you all to the 63rd Annual General Meeting of Bharat Petroleum Corporation Limited.

The Notice of the AGM, Directors' Report and Audited Accounts for the year ended 31st March, 2016 have already been shared with you and with your kind permission, I take them as read.

It is with a sense of immense satisfaction and achievement that I address you all today. Your Company has once again delivered outstanding results, surpassing all expectations and establishing new benchmarks of performance. The year gone by saw BPCL register record profits of ₹7,431.88 crores, an increase of 46% over the previous year. The earnings per share stood at ₹102.78 per share, as compared to ₹70.32 per share in 2014-15. Considering the excellent results, the Board of Directors has recommended the highest ever dividend in the history of the Company, including the interim dividend that has already been paid. The Board had also approved an issue of Bonus shares in the ratio of one new share for every share held and the same has already been allotted. The BPCL share continues to be a stellar performer in the capital markets with market capitalization surpassing ₹80,000 crores.

The group companies have also delivered excellent results during 2015-16. Numaligarh Refinery Limited recorded an all-time high profit of ₹1,224.35 crores. The year also saw Bharat Oman Refineries Limited register a profit for the financial year for the first time after commissioning of the Bina Refinery. Bharat PetroResources Limited continued its efforts to contribute towards enhancing the energy security of the country. It is working with its partners in completing the transaction for acquiring stakes in two important oil producing assets in Russia.

The all-round excellent performance during the year has enabled the Company to meet the stringent criteria set by the Government of India for being categorized as a Maharatna Company.

Economic Scenario

Amidst increasing global uncertainty and slowdown in major economies, India presents itself as an oasis of growth. India is slated to be the fastest growing economy, aided by the decline in crude oil prices, easing of credit conditions, a stable government, prudent fiscal policies and robust economic fundamentals. Domestic consumption will continue to drive growth and enhanced focus on rural demand shall act as a significant stimulant in furthering the pace of growth. The recent passage of the Goods and Services Tax bill could be a game changer for the Indian economy.

Oil and Gas Sector

The year 2015-16 has seen the full impact of the sharp decline in crude oil prices. Although the drastic fall in crude oil prices commenced in 2014, the average price of the benchmark Brent at around USD 47 per barrel during the year was 44% lower than the average of USD 85 per barrel in 2014-15.

The domestic consumption of petroleum products registered an impressive growth of almost 11% during 2015-16, as compared to 4.2% in the previous year. Even though the indigenously available energy resources in India may not be sufficient in the long run, the future of the oil and gas sector seems promising, with India slated to surpass Japan as the second largest oil consuming economy in Asia. The softening of prices of crude oil and products in the international markets and the introduction of measures like direct transfer of LPG subsidy to the consumer's bank account have led to a significant fall in the quantum of under-recoveries which needed to be compensated by the Government.

The PAHAL Scheme launched in November 2014, to transfer LPG subsidy directly to the bank account of the consumer, has been recognized by the Guinness Book of World Records as the largest cash transfer programme (households). More than 16 crore consumers are registered to avail subsidy under the PAHAL Scheme.

Further, the Government of India has taken active measures to protect consumer interests, especially in the rural areas. The Pradhan Mantri Ujjwala Yojana (PMUY) Scheme was announced in February 2016 for providing free LPG connections by Oil Marketing Companies to the women belonging to the below poverty line (BPL) households. Under the scheme, which was launched in May 2016, a sum of ₹8,000 crores has been earmarked for providing 5 crore LPG connections over a period of three years to BPL households, with the connection being issued in the name of a woman.

BPCL's Initiatives

I would now like to share with you the progress on the major initiatives undertaken by your Company.

Exploration & Production

Bharat PetroResources Limited, BPCL's wholly owned subsidiary in the upstream business, has continued to take significant strides in the hydrocarbon value chain. Currently, BPRL has a substantial portfolio of discovered assets, most of which are progressing to the development stage. BPRL has participating interest (PI) in 17 blocks spread across 6 countries, of which 7 are located in India and 10 blocks are located overseas. Most of these blocks are in advanced stages of exploration, appraisal and pre-development.

Recently, BPRL has signed definitive agreements to acquire stakes in companies in Russia, which have oil and gas producing assets in their portfolio. With this, BPRL takes a step closer to realizing its aspiration of revenue generation.

Having successfully gained exposure in all the segments of the upstream business, from exploration to appraisal to pre-development and now with acquisition of stake in producing assets, BPRL is well poised to harvest the benefits of all its accomplishments and transform into a self-sustaining and revenue generating company.

Refining Sector

The year 2015-16 has been an excellent year for BPCL's refineries at Mumbai and Kochi. The Gross Refining Margins (GRMs) have doubled in rupee value terms as compared to the previous year. The capacity utilization levels have also scaled up to reach 112%.

BPCL's flagship project, the Integrated Refinery Expansion Project (IREP) undertaken at Kochi Refinery, is being commissioned as per schedule and beginning January 2017, the entire new refining capacity of 6 Million Metric Tonnes (MMT) per annum shall be on stream. With the successful implementation of this project, BPCL's Kochi Refinery will be elevated to a world class refinery, besides confirming BPCL's ability to successfully complete projects of such magnitude on time and within costs.

Work has commenced on the other significant project at the Kochi Refinery, namely the Propylene Derivative Petrochemical Project. Being undertaken at an estimated cost of ₹4,588 crores, this project envisages production of niche Petrochemicals utilizing Polymer Grade Propylene produced as a part of IREP. The project is progressing well and is expected to be commissioned during 2018-19.

BPCL refineries are gearing up to meet the Government mandated timelines for implementation of higher quality fuels. With investment approvals having been obtained, BPCL is confident of completing the projects at the refineries, which will enable them to supply automotive fuels complying with BS VI standards from 1st April, 2020.

As the demand for petroleum products grows at a strong pace in the country, BPCL is well placed to meet the product requirements and support the growth of the economy.

Marketing Investments

BPCL continues to make investments in developing the marketing and distribution infrastructure that is essential to meet the growing energy needs of the country. The focus remains on developing facilities that will ensure the safe and economical movement of petroleum products to reach the end consumer.

Over the past few years, BPCL has completed and commissioned projects such as the Kota Jobner product pipeline and Jobner Terminal, besides joining hands with partners for enhancing its presence in the growing City Gas Distribution sector and developing fuel farm facilities in airports, where the open access system has been introduced. In the coming days, BPCL will be commissioning the LPG import facility in Haldia, POL terminal in Ennore, LPG storage terminal at Palakkad, apart from further strengthening the retail infrastructure. Plans are also being drawn up for setting up new coastal terminals and cross-country pipelines.

Customer Centric Initiatives

Customer centricity has always been at the core of our operations. It has been our constant endeavour to gauge and fulfill customer requirements before they are

explicitly articulated. With a continuous focus on analyzing consumer preferences, understanding emerging competitive landscapes and participating in the expanding digital footprint, BPCL has prepared a long term business strategy to create sustainable competitive advantage through enhanced customer offerings.

The Company has embarked on an ambitious journey in the non-fuel space with a view to support and grow the core fuel business. Christened 'Project Nishchay', this initiative aims to reach out to customers across geographies, income levels, occupations and age groups with a bouquet of tangible and digital non-fuel offerings through four clearly defined initiatives.

The Rural Marketplace is envisaged to be a one-stop marketplace, enabling rural citizens to access a wide variety of goods and services affecting all aspects of their lives - personal, social and commercial. The thought is to transform our rural retail outlets into bustling centres of activity with multiple services at a single point.

Integrated Fleet Management is an end-to-end service for fleet owners as well as vehicle drivers across the business value chain. It envisions leveraging our relationship with fleet owners for providing a unique touchpoint for most of their requirements. Services under this vertical will include a business development platform for freight exchange, vehicle maintenance, driver management, operation management, finance and insurance.

Personal Travel Offering is a comprehensive set of services to meet customer travel needs. It is targeted at car owners who are enthusiastic about road trips as well as those seeking quality services within the city. For the traveller, this vertical is expected to include information on road conditions, places of stay, points of interest, fuelling stations and essential facilities on the highways. For the city dweller, it will include services such as fuelling stations, car wash, car maintenance, vehicle insurance, self-drive vehicles, driver service and roadside assistance. All these offerings will be duly curated and confirmed by BPCL, thus providing the assurance of a trusted partner.

Urban Household Solutions is a one-stop, omni-channel shop for regular household needs of urban customers. It aims at fulfilling regular food and grocery needs of the households, targeting the rapidly changing trends in customer behaviour and leveraging technology. BPCL intends utilizing its existing connect with the vast customer base and extensive dealer/distributor network to provide this offering, pricing of which will be competitive and market driven.

These initiatives seek to leverage technology, partnerships with reputed partners and build upon the trust and faith that BPCL has with the customers even as the competition heats up in the fuel market.

Human Resources

BPCL fosters value based, world class processes and believes in enhancing capabilities of its employees, which translates into accelerated business performance

and individual well-being, making BPCL a great place to work. HR Processes such as Career Advancement through multiple role exposures, Performance Management, Potential Assessment and Learning Management Framework, have been effectively linked to ensure automated processes. ASCEND, BPCL's 360 degree competency assessment framework covering the mid and senior levels is now in its third phase. The outcomes derived from this process are being used to draw up focused individual development plans through candid feedback conversations aimed at career development and building high performing teams.

Significant investment has been made in the area of Leadership Development, aimed at enriching the leadership pipeline within the Corporation. To cater to the functional needs of the businesses, Centres of Excellence have been established with a vision to prepare the individuals to take on emerging challenges in business and to sustain BPCL's leadership in the marketplace.

Additionally, BPCL has a dedicated team of full time coaches who work on areas of building coaching competency of line managers, creating self-directed, collaborative and high performing teams, thus building a happy and healthy workforce by effectively harnessing emotions.

BPCL strongly believes that when people are passionate, they excel and work becomes more than just an occupation. I am confident that in the years to come, BPCL will be blessed with powerful leaders who will lead the Company to greater success during complex and extremely challenging times.

Operating Performance

BPCL's refineries at Mumbai and Kochi recorded a crude throughput of 24.12 MMT during the year 2015-16, against the level of 23.36 MMT registered in 2014-15. The average GRM for 2015-16 was USD 6.59 per barrel as compared to the USD 3.62 per barrel in the previous year. The higher GRM for the year is primarily attributable to higher distillate yield, better cracks, higher production of transportation fuels, efficient fuel and loss and better crude mix. The outstanding performance of the BPCL refineries has contributed immensely to the overall performance of the Company in 2015-16.

During 2015-16, your Company achieved market sales of 36.53 MMT, an increase of 6% over the sales of 34.45 MMT in the previous year. The market share of BPCL amongst public sector oil companies stood at 22.94% as at 31st March, 2016.

BPCL's Retail business witnessed a highly volatile market environment with increased participation from private players coupled with evolving customer demand. Despite this, the Retail business recorded a sales volume of 25.38 MMT with an overall growth of 5.1% in the year 2015-16. To enhance the reach of the retail outlet network, inroads were made into interior rural markets. In 2015-16, 630 new retail outlets were commissioned, 169 of which were in rural areas to support the growth in those markets.

The Industrial & Commercial business crossed the 4 MMT mark during 2015-16 and registered an overall growth of 13.58%, which was the highest in the Industry. The growth in the sales volumes of HSD was the highest ever in any single year. Superior technology and personalized service were the hallmarks which have contributed to the growth of the business. Having consolidated both volumes and margins over the last couple of years, this business is now poised for a quantum leap amidst new challenges in the future.

2015-16 was an extremely challenging year for the Gas business due to high long term prices compared to low oil and spot LNG prices. Despite this, BPCL was able to align prices to market forces and conclude historic agreements on long term LNG supply. BPCL also secured authorization of the Petroleum & Natural Gas Regulatory Board for development of the City Gas Distribution Network (CGD) in Haridwar in Uttarakhand and in North Goa jointly with GAIL Gas. BPCL has also secured authorization for developing the CGD networks on its own in 4 other districts, thus increasing its presence to 10 CGD markets in the country.

The Lubricants business continued to encounter difficult times in 2015-16 with intensified competition from multinational companies. Having gained a stronghold in Indian markets, this business has taken bold and aggressive strides for proliferating into international markets. With humble beginnings in South Asian markets of Nepal, Sri Lanka and Bangladesh a decade ago, BPCL is venturing into high potential and growing markets of the Middle East, Africa and South East Asia and during 2015-16, expanded into markets like Bahrain, Kuwait, Qatar, Tanzania and Myanmar.

The LPG business recorded an overall sales growth of 8%. Making clean cooking fuel accessible to households in every part of the country continued to remain the strategic thrust of the LPG business. During 2015-16, the business enrolled 50.9 lakh new customers, taking the domestic customer base to 506 lakhs. To support the extended customer base, BPCL commissioned 253 Regular Distributors and 203 Gramin LPG Vitraks, taking the total number of Distributors to 4494.

The Aviation business had another outstanding year with focus on acquisition of new businesses, expansion of network, optimization of manpower and upgrading of technology. World class standards in quality control, safety and services have been the bedrock of the business strategy. During 2015-16, major airlines were retained in the portfolio and new customers were acquired through upgraded service standards and astute commercial offerings.

BPCL has continued with the trend of superior performance in the first quarter of 2016-17 as well. Profit after tax for the period was ₹2,620.50 crores. The volatility in crude oil prices and fluctuation in the Indian rupee could create challenges of inventory management and dynamic pricing. However BPCL is well prepared to withstand these pressures.

Health, Safety, Security & Environment

At BPCL, Health, Safety, Security and Environment along with Sustainable Development are fundamental components of business planning and strategy formulation. All critical processes and systems have been thoroughly reviewed to ensure complete clarity in responsibility and accountability. Active initiatives have been taken to strengthen monitoring and governance practices. All incidents encountered have been comprehensively analyzed and reported. Findings have been shared across locations to enhance learning and incident management abilities.

BPCL has established itself as a leader in sustainable development activities and its efforts in the public domain have received due recognition. The Indian Chamber of Commerce has presented BPCL with the 'Corporate Governance and Sustainability Vision Award-2016'.

Corporate Social Responsibility

During the year gone by, BPCL continued its focus on giving back to society through its initiatives in the area of Corporate Social Responsibility. While the focus on the core thrust areas of Education, Water Conservation, Skill Development, Health & Hygiene and Community Development continued, BPCL played a major role in the Swachh Bharat campaign of the Government of India. As a part of the Swachh Vidyalaya mission, BPCL has helped construct over 1900 toilets in schools across 7 states. In a recent study of India's 'Top Companies for Sustainability and CSR', BPCL was amongst the top 10 companies in the country for the second year running. BPCL was also assessed to be the best company in terms of 'Business Responsibility Focus', by the same study. BPCL remains fully committed to achieving responsible and sustainable growth at all times.

Corporate Governance

Excellence in Corporate Governance remains our priority at all times. BPCL has always striven to achieve fairness to all stakeholders through transparency, full disclosures, empowerment of employees and collective decision making. The focus has been on preventive vigilance, a proactive and continuously evolving process that utilizes global historical wisdom to anticipate vulnerabilities and recommends systemic measures to ensure minimum possibilities of their occurrence under all possible circumstances. During the year, a major step towards enhancing governance standards across the organization was taken with the establishment of a world class Business Process Excellence Centre. All transactional processes that are common across businesses are standardized and consolidated on to a process platform, in order to gain efficiency and effectiveness. This Centre provides business services to the entire organization, enabling individuals at locations to concentrate on core activities, and improving governance and control for BPCL as a whole.

Acknowledgements

The credit for the Company's stupendous performance belongs to all members of the BPCL family. The passion and commitment of the team members at all levels is a matter of great pride. Along with my colleagues on the Board, I am convinced that the Company is more than well equipped to deal with the emerging challenges and propel BPCL to the next level of growth.

The dealer/distributor network is the foundation of our marketing activities. Their support, encouragement and wholehearted co-operation in all the initiatives of the Company have contributed immensely to BPCL's success story. The Board would like to record its sincere gratitude to the dealer/distributor fraternity.

We owe a deep sense of gratitude to all our partners, including our customers, bankers, suppliers and contractors, who have stood by us through all the turbulence and enabled us to perform par excellence.

I also take this opportunity to thank the Ministry of Petroleum & Natural Gas for their continuous guidance and advice that has been instrumental in BPCL's outstanding performance.

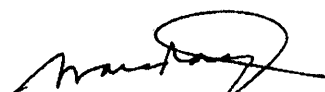
The year has witnessed several changes to the BPCL Board. I would like to place on record my gratitude to Shri K.K. Gupta, Shri B.K. Datta, Dr. Neeraj Mittal and Smt. Sushma Taishete for their contribution to BPCL's growth during their tenure as Directors. Shri S. Ramesh, Shri R. Ramachandran, Shri Anant Kumar Singh, Shri Rajesh K. Mangal, Shri Deepak Bhojwani and Shri Gopal C. Nanda have joined the BPCL Board during the year. I am confident that with their extensive knowledge, expertise and experience and under their leadership, your Company will reach new heights.

I would like to express my heartfelt thanks to all my colleagues on the Board for their wholehearted co-operation and support in enhancing the performance of this Company.

I also thank the shareowners of BPCL for their staunch belief in the Company's Management. I assure you that BPCL will always live up to your expectations and create value on a sustained basis.

This will be the last AGM of BPCL that I will be presiding over, as I will be superannuating at the end of this month. I have seen at close quarters the passion, team spirit and culture of innovation that characterizes this great institution. As I prepare to lay down office, I wish the entire BPCL family the very best in the days ahead, being absolutely sure that the Company will surge ahead and scale new heights in all areas of operations.

Thank you, ladies and gentlemen.



S. Varadarajan

21st September, 2016