

BPCL/Sec/2018/2

20.7.2018

BSE Limited
Sir Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400001
Scrip Code: 500547

National Stock Exchange of India Limited
Exchange Plaza
5th Floor, Bandra Kurla Complex, Bandra (East)
Mumbai – 400051
Scrip Code: BPCL

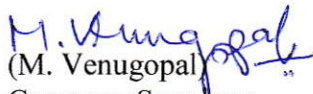
Dear Sir / Madam,

Sub.: Outcome of the Board Meeting held on 20th July 2018

Ref.: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, in connection with transfer of Gas Business Division of Bharat Petroleum Corporation Limited ("BPCL") to Bharat Gas Resources Limited (a wholly owned subsidiary of BPCL)

1. With reference to the captioned subject, we would hereby like to inform you that, Board of Directors of our company at its meeting held today approved the proposal to transfer BPCL's Gas Business Division on a going concern basis to Bharat Gas Resources Limited being a wholly owned subsidiary of BPCL by way of slump sale.
2. The Director (Marketing) and the Director (Finance) have been authorized by the Board to take necessary actions and steps to give effect to the transaction.
3. Additional disclosures as required under SEBI Circular No. CIR/ CFD/ CMD/ 4/ 2015, dated September 9, 2015 for sale or disposal of unit(s) or division(s) or subsidiary of the listed entity is as per **Annexure A**.
4. The Board meeting commenced at 2 p.m. and concluded at 6.15 p.m.
5. We request you to take the same on your records.

Yours Sincerely,
For Bharat Petroleum Corporation Limited,


(M. Venugopal)
Company Secretary

Annexure A

1. **The approximate amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year:**

Particulars	Amount in INR Crores
Turnover of BPCL for the year ending 31 st March 2018	2,77,162
Turnover of Gas Business Division for year ending 31 st March 2018	3,371
Percentage of Gas Business Division's revenue to total revenue of BPCL	1.22%
Net worth of BPCL as on 31 st March 2018	34,152
Net worth of Gas Business Division as on 31 st March 2018	590
Percentage of Gas Business Division's net worth to total net worth of BPCL	1.73%

2. **Date on which the agreement for sale has been entered into:**

Currently, the Board has approved the proposal of transferring the Gas Business Division of the company to Bharat Gas Resources Limited. The Board has authorized Director (Marketing) and Director (Finance) to take all necessary actions in connection with the proposed sale transaction.

3. **The expected date of completion of sale/disposal;**

We anticipate that all necessary actions for completion of the transaction may be concluded over the next three to four months.

4. **Consideration received from such sale/disposal;**

Consideration for Gas Business Division will be determined as on the date of transaction.

5. **Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies:**

Gas Business Division is transferred to Bharat Gas Resources Limited being is a wholly owned subsidiary of BPCL.



6. Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;

The transaction would fall within the purview of related party transactions. However, provisions dealing with related party transactions do not apply in case of transactions undertaken between parent and its wholly owned subsidiary company.

7. Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.

a. Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;

Please see response provided in Point No. 1 above for BPCL. Bharat Gas Resources Limited is a newly incorporated company on 7th June 2018.

b. Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;

Please see response provided in Point No. 6 above.

c. Area of business of the entity(ies);

Bharat Petroleum Corporation Limited is a Maharatna Public Sector Undertaking engaged in the business of oil refining, exploration, marketing and gas related business.

Bharat Gas Resources Limited is a newly incorporated wholly owned subsidiary of BPCL. Bharat Gas Resources Limited is primarily incorporated to undertake Gas related business activities.

d. Rationale for amalgamation/ merger / slump sale;

With a view to capture the upcoming opportunities and to evolve as a prominent player in the Natural Gas market in the future, it is proposed to transfer Gas Business Division into a separate vehicle.

e. In case of cash consideration – amount or otherwise share exchange ratio;

The consideration as may be determined on the date of transaction will be discharged in cash.

f. Brief details of change in shareholding pattern (if any)of listed entity;

There will not be any change in the shareholding pattern of BPCL pursuant to execution or completion of this transaction.

