

Sec.3.4.3

27th March, 2026

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,

Sub: Notice of Postal Ballot

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of Postal Ballot dated 26.03.2026 for seeking approval of the shareholders in respect of the following Ordinary Resolution:-

Item No.	Resolution	Description of the Resolution
1.	Ordinary Resolution	Approval of Material Related Party Transaction(s) to be entered into with Petronet LNG Limited for the Financial Year 2026-27

This is for your information.

Thanking you,

For Bharat Petroleum Corporation Limited

(V. Kala)
Company Secretary



BHARAT PETROLEUM CORPORATION LIMITED

Corporate Identification Number (CIN): L23220MH1952GOI008931

Registered Office: Bharat Bhavan,
4&6 Currimbhoy Road, Ballard Estate, Mumbai
400001 Tel. No: 2271 3000/4000

E-mail: info@bharatpetroleum.in Website: www.bharatpetroleum.in

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and MCA Circulars]

Notice is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard- 2 on General Meetings issued by Institute of Company Secretaries of India ("**SS-2**"), (including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force), read with General Circular 03/2025 dated 22nd September, 2025 issued by Ministry of Corporate Affairs ("**MCA Circulars**") and such other applicable laws and regulations and circulars, the Ordinary Resolution as set out in this notice is proposed for approval of the members of Bharat Petroleum Corporation Limited ('the Company') through Postal Ballot by electronic voting ("**e-voting**").

Item No.1: Approval of Material Related Party Transaction(s) to be entered into with Petronet LNG Limited for the Financial Year 2026-27

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies Act, 2013 and in accordance with the Related Party Transaction Policy of Bharat Petroleum Corporation Limited ('the Company'), the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) in the nature of purchase of Regasified Liquified Natural Gas (RLNG) and availing other services such as regasification, lorry loading etc., at Kochi & Dahej Terminal to be entered into with Petronet LNG Limited for the Financial Year 2026-27 for a value of upto Rs.8,438.61 Crore and that the Board of Directors of the Company or any other person(s) authorized by the Board, be and is hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."

By Order of the Board of Directors

Sd/-

(**V. Kala**)

Company Secretary

Place : Mumbai

Date : 26th March 2026

Registered Office:

Bharat Bhavan, 4 & 6 Currimbhoy Road, Ballard Estate, Mumbai 400 001

CIN: L23220MH1952GOI008931 Phone: 2271 3000 / 4000

Email: info@bharatpetroleum.in Website: www.bharatpetroleum.in

Notes:

1. In compliance with MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. The communication of the assent or dissent of the Members would also take place through e-voting only. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable mutatis mutandis for passing of Resolution through Postal Ballot by voting through electronic means (“**remote e-voting**”).
2. For voting through remote e-voting as per the facilities arranged by the Company, Members are requested to read the instructions in the Notes under the section “The Process and manner of voting electronically using NSDL e-Voting system” of this Notice.
3. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with applicable Rules made thereunder and Secretarial Standard- 2 on General Meetings (“**SS-2**”) stating all material facts and the reasons for the proposal is annexed herewith and forms a part of the Notice.
4. In accordance with the MCA and SEBI Circulars, the Company is sending this Notice for Postal Ballot to the members in electronic form only. Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. In line with the MCA Circulars, Postal Ballot notice will be available on the website of the Company at www.bharatpetroleum.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and will also be available on the website of National Securities Depository Limited (NSDL) (agency for providing the remote e-voting facility) i.e. www.evoting.nsdl.com.
5. The Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/Beneficial Owners as received from NSDL and CDSL as on Monday, 23rd March 2026 and whose e-mail IDs are registered with the Company/ Depositories (NSDL/CDSL). Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Registrar and Transfer Agents (RTA) of the Company, KFin Technologies Limited at einward.ris@kfintech.com with details of folio number and attaching a self-attested copy of PAN card. Details are available at <https://www.bharatpetroleum.in/bharat-petroleum-for/investors/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations/procedure-related-to-investor-service-requests/kyc-updation>
6. In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Members whose names appear on the Register of Members/Register of Beneficial Owners as on cut-off date i.e. Monday, 23rd March 2026 will only be considered for the purpose of e-voting. A person who is not a member as on the cut-off date should treat this notice of Postal Ballot for information purpose only.
7. The remote e-voting period will commence from **9.00 a.m. Monday, 30th March 2026 and ends at 5.00 p.m. on Tuesday, 28th April 2026**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members as per para (6) above, are therefore requested to give their assent/dissent for the Resolution contained in this notice by remote e-voting during the time period mentioned above.
8. Votes cast during the above time schedule will only be eligible for being considered. In case vote is not cast during the above time schedule, it will be strictly considered that no vote has been received from the shareholder.
9. The Company has, in compliance with Rule 22 (5) of the Rules, appointed Shri Nrupang Dholakia, from M/s. Dholakia & Associates LLP, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
10. The Scrutinizer after the conclusion of the remote e-voting on Tuesday, 28th April 2026 will submit the Consolidated Scrutinizer's Report within the prescribed time to the Chairman & Managing Director of the Company or any other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e-voting.

11. The Result of the Postal Ballot will be announced on or before 5.00 pm on Thursday, 30th April 2026 at the Registered Office of the Company at Bharat Bhavan, 4&6 Currimbhoy Road, Ballard Estate, Mumbai 400 001.
12. The results declared along with the report of the scrutinizer shall be placed on the website of the Company at www.bharatpetroleum.in, website of NSDL at www.evoting.nsdl.com and will also be available on the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
13. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
14. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. The voting rights shall be reckoned on the Equity Shares registered in the name of the Members as on Monday, 23rd March 2026. Once the vote is cast on the Resolution, it cannot be modified.
15. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
16. Members are requested to read the instructions in the Notes under the “The Process and manner of voting electronically using NSDL e-Voting system” in this Postal Ballot Notice. Members are requested to cast their vote through the e-voting process from **9.00 a.m. on Monday, 30th March 2026 up to 5.00 p.m. on Tuesday, 28th April 2026**. Votes cast during the above time schedule will only be eligible for being considered.
17. The Resolution, if passed by the requisite majority shall be deemed to have been passed on **Tuesday, 28th April 2026** the last date specified for receipt of votes through the e-voting process.
18. The vote in this Postal Ballot cannot be exercised through proxy.
19. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members seeking to inspect such documents can send an email to ssc@bharatpetroleum.in.
20. Members may send their queries related to item included in the Postal Ballot notice on the email ssc@bharatpetroleum.in from their registered email address, mentioning their name, folio number/DP ID- Client ID as applicable, mobile number, copy of PAN Card.

Process and manner of voting electronically using NSDL e-Voting system

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:-

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing myeasi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in
process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@dholakia-associates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on **"Upload Board Resolution/Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Asst. Vice President, National Securities Depository Limited, 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ssc@bharatpetroleum.in.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ssc@bharatpetroleum.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO THE NOTICE OF THE POSTAL BALLOT

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Item No.1: Approval of Material Related Party Transaction(s) to be entered into with Petronet LNG Limited for the Financial Year 2026-27

Petronet LNG Limited is a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations.

The Company is proposing to enter into certain business transactions with Petronet LNG Limited for the Financial Year 2026-27. Major transaction amounting to almost 95% of the total amount will be in the form of purchase of Regasified Liquefied Natural Gas. Other than this, certain other services will also be availed such as regasification, lorry loading, etc., at Kochi & Dahej Terminal from Petronet LNG Limited. All transactions to be entered into by the Company with Petronet LNG Limited are in the ordinary course of business and are on arm's length basis and reviewed and recommended by the Audit Committee/Board for placing it for approval of the shareholders in compliance with the provisions of the Act/ Listing Regulations/ Related Party Transaction Policy of the Company.

It may be noted that as per the definition provided in the explanation to Regulation 23(1) of Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above Rs.40,000 Crore or Rs.5000 Crore, whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such Resolution whether the entity is a related party to the particular transaction or not.

The value of transactions with Petronet LNG Limited for the Financial Year 2026-27 are estimated to be upto Rs.8,438.61 Crore and this amount exceeds the threshold limit Rs.5,000 Crore, one of the criteria prescribed above in the definition of Material Related Party Transactions and therefore it is a Material Related Party Transaction.

BPCL has been entering into similar transactions with Petronet LNG Limited in the past as well. The value of similar transactions in the past three years, including for the services availed, as mentioned above, were as follows:

2024-25 : Rs.7,741.57 Crore
2023-24 : Rs.7,913.19 Crore
2022-23 : Rs. 9,275.03 Crore

Vide Postal Ballot Notice dated 25th February 2025, a total amount of Rs.8,850 Crore was approved by shareholders for the year 2025-26. Against this the actual value of transactions incurred was Rs.5,386.21 Crore (April-December 2025). The estimated value of the transactions with Petronet LNG Limited during Financial Year 2025-26 is expected to be Rs.8,850 Crore.

The Audit Committee has reviewed the certificate provided by the Whole Time Director and CFO of the Company as required under the RPT Industry Standards.

Approval of the Members of the Company is therefore required in terms of Regulation 23(4) of the Listing Regulations, by way of passing of an Ordinary Resolution for the aforesaid Material Related Party Transactions to be entered into for the Financial Year 2026-27.

Details of the proposed RPT:

Part A

A.1. Basic details of the related party:

Sr. No.	Particulars	Information provided by the management
1.	Name of the related party	Petronet LNG Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Petronet LNG Limited is engaged in the import, storage, regasification, and supply of RLNG

A.2. Relationship and ownership of the related party:

Sr. No.	Particulars	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Associate
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	12.50%
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA

A.3. Details of previous transactions with the related party:

Sr. No.	Particulars	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year:	
	Nature of Transactions	Financial Year 2024-25
	Purchase of goods	Rs.7462.20 Crore
	Sale of goods	Rs.0.21 Crore
	Receiving of Services	Rs.279.16 Crore
	Dividend Income	Rs.187.5 Crore
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs.5573.71 Crore (Apr 25 - Dec 25)

Sr. No.	Particulars	Information provided by the management
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A.4. Amount of the proposed transaction(s):

Sr. No.	Particulars	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs.8,438.61 Crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	1.68% (Consolidated turnover: Rs. 5,00,517.48 Crore)
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	16.55% (Consolidated Turnover: Rs. 50,982.03 Crore)
6.	Financial performance of the related party for the immediately preceding financial year:	
	Particulars	Financial Year 2024-25 (As per Standalone)
	Turnover	Rs.50979.56 Crore
	Profit After Tax	Rs.3926.37 Crore
	Net worth	Rs.19382.38 Crore

A.5. Basic details of the proposed transaction(s):

Sr. No.	Particulars	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of RLNG and availing other services such as regasification, lorry loading, sales of HSD and reimbursement by BPCL of share of vehicle hire expenses etc.

Sr. No.	Particulars	Information provided by the management
2.	Details of each type of the proposed transaction	Purchase of RLNG at the Kochi and Dahej terminals, availing regasification services at the Kochi and Dahej terminals, and utilizing LNG truck loading service.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year (Financial Year 26-27)
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Purchase of RLNG: Rs.7,955 Crore Regassification Services: Rs.481 Crore Tanker Lorry Loading: Rs.2.10 Crore Sales of HSD – Rs.0.48 Crore Reimbursement by BPCL of share of vehicle hire expenses: Rs.0.03 Crore Total amount of proposed transactions to be undertaken with Petronet LNG Limited for the Financial Year 2026-27 is Rs.8,438.61 Crore
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Major Purchase of RLNG, Regassification and Tanker lorry loading services are through Petronet LNG Limited & arrangement is commercially beneficial
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Shri Sanjay Khanna, Chairman & Managing Director, BPCL is a Nominee Director on the Board of Petronet LNG Ltd (PLL). His interest is to the extent of holding Directorship and shareholding in PLL. The remaining Directors do not have any interest in the transactions except to the extent of their shareholding, if any, in PLL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	BPCL has been entering into similar transactions (Purchase of RLNG, regassification services and availing other services) with Petronet LNG Limited since the year 2004-05. The details of transactions for the last three years are given above.

Part B

Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

Sr. No.	Particulars	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Based on long term agreement
2.	Basis of determination of price.	For the purpose of the RPT calculation, we have considered a crude price of USD 65.43 per barrel based on the historical trends, along with an exchange rate assumption of INR 90 per USD
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	Amount of Trade advance	NA
	Tenure	NA
	Whether same is self-liquidating?	NA

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting.

The Board of Directors, accordingly, recommends the passing of the proposed Ordinary Resolution as contained in Item No.1 of the Notice.

Shri Sanjay Khanna, Chairman & Managing Director, BPCL is a Nominee Director on the Board of Petronet LNG Ltd (PLL). His interest is to the extent of holding Directorship and shareholding in PLL. The remaining Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolution only to the extent of their shareholding, if any.

By Order of the Board of Directors
Sd/-
(V. Kala)
Company Secretary

Place: Mumbai
Date: 26th March 2026

Registered Office:

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