

Sec.3.4. (L)

11th March 2022

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,

Launch of Consent Solicitation Exercise by Bharat Petroleum Corporation Limited (“BPCL”) and BPRL International Singapore Pte. Ltd (“BISPL”) in relation to certain unsecured Senior US\$ Notes.in connection with the amalgamation of Bharat Gas Resources Limited (BGRL) and Bharat Oman Refineries Limited (“BORL”) with BPCL

Dear Sir(s),

We refer to our intimation vide letter dated 17 December 2020 with regard to the approval of the Board for the amalgamation of BGRL with BPCL and intimation dated 22 October 2021 regarding the Board approval for the amalgamation of BORL with BPCL.

Further, under Regulation 30 and Regulation 51(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”) read with SEBI Circular No CIR/CFD/CMD/4/2015 dated September 9, 2015, the details of the schemes of amalgamation were filed on (i) March 22, 2021 with regard to the amalgamation of BGRL with BPCL, and on (ii) October 22, 2021 regarding the amalgamation of BORL with BPCL, respectively. In this regard, the Ministry of Corporate Affairs, Government of India, vide their orders dated October 27, 2021 and February 14, 2022 has directed the convening of the meetings of the equity shareholders, secured creditors and unsecured creditors of BPCL for approving the schemes of amalgamation pursuant to the provisions of the Companies Act, 2013, as amended from time to time, and the rules made thereunder.

With respect to the above and in compliance with Regulation 30 of the SEBI (LODR) Regulations this is to inform that BPCL and BPCL’s indirect wholly owned subsidiary, BPRL International Singapore Pte. Ltd. (“BISPL”) have each announced a consent solicitation exercise (“**Consent Solicitation**”), today. i.e. on March 11, 2022 in relation to one series of unsecured Senior US\$ Notes of \$500 Million due in 2025 issued by BPCL under the Medium-Term Note Programme and a standalone Senior US\$ Notes of \$ 500 Million due in 2022 and one standalone unsecured Senior US\$ Note of \$600 Million Notes due in 2027 issued by BISPL and guaranteed by BPCL under the Medium-Term Note Programme.

BPCL as well as BISPL are seeking approval of the Noteholders in respect of each Series of Notes pursuant to the relevant Terms and Conditions and the meeting provisions in respect of such series of Notes, to (a) make certain amendments to the terms and conditions of such series of Notes as set out in the relevant trust deed and (b) (in the case of the Company and in respect of the 2022 Notes and the 2025 Notes only) give certain directions to the relevant Trustee to vote for the purpose of approving the Proposed Amalgamations, including via electronic means, at the Company Creditors Meetings convened under the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and as further set out in the form of Notice of Meeting for such Series of Notes scheduled to the Consent Solicitation Memorandum dated March 11, 2022.

This is for your kind information and dissemination.

Thanking You,

Yours faithfully,

For Bharat Petroleum Corporation Limited



(V. Kala)
Company Secretary