



Sec.3.4.1(L)

28th September, 2020

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 67th Annual General Meeting held on 28th September, 2020

We would like to inform you that the 67th Annual General Meeting of the Company was held on Monday, 28th September, 2020 at 11.00 a.m. through Video-Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Shri K. Padmakar, Chairman & Managing Director took the Chair. The Company Secretary welcomed the Members and informed that the Meeting was held through VC/OAVM in compliance with the Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India and confirmed that the requisite quorum for the Meeting was present. The Company Secretary, thereafter introduced the Directors and the Director attending through VC and requested the Chairman to conduct the Meeting.

The Chairman commenced the meeting and 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 2019-20 did not have any qualification. She read out the observations made in the Secretarial Audit Report.

The Chairman delivered his speech (copy enclosed) and, thereafter, the Company Secretary briefed the Members on the remote e-voting mechanism and the process of e-voting at the Annual General Meeting.

The following businesses were transacted at the 67th Annual General Meeting:

Sr. No.	Particulars	Type of Resolution
1	To receive, consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2020 (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2020; and the Reports of the Board of Directors, the Statutory Auditors and the Comments of the Comptroller & Auditor General of India thereon	Ordinary
2	To confirm the payment of Interim Dividend on Equity Shares for the Financial Year ended 31 st March, 2020	Ordinary
3	To appoint a Director in place of Dr. K. Ellangovan, Director (DIN: 05272476), who retires by rotation and being eligible, offers himself for reappointment	Ordinary

Sr. No.	Particulars	Type of Resolution
4	To authorize the Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2020-21	Ordinary
5	Appointment of Shri Rajesh Aggarwal as Director	Ordinary
6	Approval of Remuneration of the Cost Auditors for the Financial Year 2020-21	Ordinary
7	Approval of Material Related Party Transactions	Ordinary
8	Approval of 'BPCL Employee Stock Purchase Scheme 2020'	Special
9	Approval of offer of shares under the 'BPCL Employee Stock Purchase Scheme 2020' to the Executive/Whole-time Director(s) of Subsidiary Company(ies) who are on lien with the Company	Special
10	Approval of secondary acquisition of shares through the Trust route for the implementation of the 'BPCL Employee Stock Purchase Scheme 2020'	Special
11	Provision of money by the Company for purchase of its own shares by the Trust for the benefit of employees under the 'BPCL Employee Stock Purchase Scheme 2020'	Special

The Chairman invited comments and questions from the Members, who had registered themselves as Speakers. Queries raised by the Members with respect to Financial Statements, business operations etc. were answered by the Chairman.

The Members who did not cast their votes through remote voting, cast their votes through e-voting during the Annual General Meeting. The members were informed that the Consolidated Voting Results cast through remote e-voting and e-voting at the Annual General Meeting on all Resolutions once finalised shall be communicated to the Stock Exchanges viz., BSE Ltd and National Stock Exchange of India 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 and the Meeting was concluded at 1315 hours.

Thanking You,

Yours faithfully,

For Bharat Petroleum Corporation Limited

(V. Kava)

Company Secretary

AGM Speech 28th September 2020

Dear Shareowners,

On behalf of the Company and the Board of Directors, I welcome you all to the 67th Annual General Meeting of Bharat Petroleum Corporation Limited.

It gives me immense pleasure to be speaking to you for the first time after taking over the additional charge of Chairman and Managing Director of BPCL.

Hope you and your loved ones are well.

The Notice of the AGM, Directors' Report and Audited Accounts for the year ended 31st March, 2020 are already with you and with your permission, I take them as read.

We are going through some tough times, as the COVID-19 pandemic perpetrated one of the world's worst humanitarian and economic crises. Treading the recovery path cautiously, humanity is emerging stronger, tougher and wiser, getting accustomed to a new normal.

Resolute in its service to the nation and society, BPCL's thousands of Corona Warriors across the country worked relentlessly, risking their lives, yet ensuring availability of petroleum products at all times. This bears testimony to the indomitable spirit with which we stand tall, braving the challenges posed by the pandemic, thus redefining resilience.

On the physical front, your Company improved its performance, despite significant loss of sales in March 2020. The Company recorded market sales of 43.10 MMT and refinery throughput of 31.91 MMT for the year 2019-20. It is indeed a matter of great pride that your Company was the only Oil Marketing Company (OMC) amongst PSU OMCs to register a growth in physical performance during the year. However, on the financial front, the profit after tax of the Company, on a standalone basis declined to ₹ 2,683 crores, on account of losses incurred in the fourth quarter, mainly due to lower refining margins and substantial inventory and foreign exchange variation losses. Similarly, at the group level, while market sales and refining throughput were higher at 43.36 MMT and 38.30 MMT respectively, the profit after tax attributable to BPCL fell to ₹ 3,055 crores. The Board of Directors announced a dividend of 165%, the highest amongst the PSU OMCs.

Your Company has been a pioneer in the Indian oil and gas industry and has grown into an integrated oil and gas player, expanding its footprint across the entire hydrocarbon value chain and extending its presence to multiple geographies.

Your Company is at the threshold of a major transformation as it prepares for a definitive change in the ownership structure with the imminent disinvestment of the Government of India's stake in it. This is expected to unlock tremendous value through sharpening of professionalism, improvement in efficiencies, increased investments, access to advanced technologies and newer global markets and product diversification, thus propelling future growth. It is due to this confidence in the intrinsic value of the Company, that its market capitalization has scaled peaks in recent times and is quoting at a significant premium over its PSU peers.

Fully seized with the emerging reality, your Company has concerted focus on approaches which can best be explained under **4 Rs**:

Re-energizing lives through innovative value added propositions backed by a comprehensive digital ecosystem, meticulous **Resource** planning and management to reduce redundancies and enhance efficiencies, rigorous **Risk** mitigation in the current volatile situation and **Reinventing** ourselves to meet the challenges of the present and the future.

I am delighted to mention that your Company has made substantial progress in its **Go-GDP** approach, through which we foster our commitment towards a **Greener** environment, infuse **Digitalization** in all aspects of our business and augment our **Petrochemicals** product portfolio.

Aspiring to be a most admired energy company, BPCL has ventured into alternate fuels/energy solutions, which will enable swift scale up once these verticals prime up and economics improve. Further, with the Propylene Derivative Petrochemical Project (PDPP) at Kochi Refinery (KR) about to start commercial production and the project to produce Polyols and related products at KR being on track, your Company is poised to become a recognized player in the Petrochemicals space.

Reinforcing our commitment to the national Startup India initiative and nurturing the spirit of entrepreneurship, your Company launched a Startup contest to find innovative solutions to six specific business challenges with interesting results which we intend taking up further.

At the group level, in July 2020, Bharat PetroResources Limited (BPRL), BPCL's wholly owned upstream subsidiary, along with the Concessionaires, has finalized debt financing of USD 14.9 billion for the two train Area 1 Mozambique LNG project, achieving a major milestone towards monetization of the asset.

The Refinery Expansion Project of our subsidiary, Numaligarh Refinery Limited is progressing well and has been accorded environmental clearance in July 2020, a crucial landmark in the progress of the project.

In a major step towards consolidating our interests in group companies, Bharat Oman Refineries Limited, hitherto our 50:50 Joint Venture Company, has undergone a change in equity structure, consequent to conversion of warrants into equity shares, resulting in BPCL's shareholding increasing to 63.38%.

Economic Scenario

The COVID-19 pandemic has worsened the already stressed global economic situation. The lockdowns and containment measures imposed to check the spread of the virus have severely disrupted economic activity, trade and travel, entailing enormous economic costs. With lifting of the lockdowns and resumption in activity, the global economy is inching towards stabilization. However, with no known remedies available as yet, the pace and extent of economic recovery depends upon the evolution of the pandemic situation, efficacy of the policy stimulus, improvement in business and consumer confidence and easing of geopolitical tensions.

For India, the targeted timely fiscal and monetary policy measures by the Government, promotion of domestic consumption and entrepreneurship through the Self-Reliant India Mission, coupled with the country's rich demographic dividend and the potential to emerge as an alternate manufacturing hub, can cushion the shock and place the economy back on the growth trajectory. However, there is a need to strengthen execution capability to ensure timely percolation of benefits to the targeted sectors, which we are confident, will happen.

Oil and Gas Sector

Volatility continued to dominate the global oil and gas industry throughout the year 2019-20, which accentuated with the outbreak of the pandemic.

The double whammy of declining demand due to worldwide lockdowns and overflowing supplies due to a supply war amongst major producers, saw the international prices of crude oil crashing sharply in March and April 2020, while the freight market costs shot up significantly due to resultant pile up of inventories, both onshore and offshore. The oil prices fell to unprecedented lows in April 2020, before strengthening as global demand-supply rebalanced with production cuts by OPEC and gradual reopening of the global economy.

With the country importing around 85% of its oil requirements, a low oil price regime, like the one prevailing now, is favourable for the economy. However, with the decline in demand and reduction in product cracks, profitability of Indian refiners has come under immense pressure.

Over the past few years, the oil and gas sector has witnessed a rapid transition towards lower carbon solutions, driven by concern for environmental issues, technological developments and government support. The crisis has once again stoked the debate around Peak of Oil and pace of energy transition. Factors proposing early maturity of oil include renewed climatic concerns, weak demand outlook, changes in consumer behaviour impacting demand for transportation fuels and indication of on-track transition plans by energy majors. However, economic adversity necessitating redistribution of resources and reallocation of government subsidies, a low oil price regime, reduction in emissions and healthy demand expectations from the petrochemicals sector, may push the oil plateau by some more years.

The country has taken an inclusive approach towards comprehensive development of the sector with special focus on promotion of a gas-based economy, increase in biofuels, diversification of sources of crude oil and natural gas, transition to electric vehicles and enhancement of renewables capacity. The country is progressing well towards achieving the ambitious targets set across the four pillars of energy - Energy Access, Energy Efficiency, Energy Sustainability and Energy Security, with Energy Justice forming the foundation.

BPCL's Performance and Initiatives

I would now like to share with you the Company's performance highlights and the progress on major initiatives undertaken by the Company.

Exploration & Production

Expanding investments across geographies and assets, BPRL has established itself as an Operator, securing a strong foothold in the upstream sector. The Company today has a balanced portfolio of assets comprising twenty six blocks – fourteen in India and twelve overseas along with equity stake in two Russian entities holding the license to four producing blocks in Russia.

During the year, BPRL has achieved substantial progress in monetizing its world class discoveries and building its Operatorship capabilities, gradually turning into a revenue generating company.

Operating Performance

BPCL's Refineries at Mumbai and Kochi recorded excellent physical performance during the year 2019-20, despite COVID induced predicaments. Concomitant to the better combined throughput of 31.91 MMT, representing a capacity utilization of 116%, the refineries achieved the highest ever production, mainly of Petrol and Diesel, while also meeting the challenges of producing three new upgraded products - IMO 2020 compliant Very Low Sulphur Fuel Oil (VLSFO) and BS-VI grade Petrol and Diesel. In fact, BPCL is the first company to have successfully rolled out the supply of BS-VI grade fuels across the country. The Gross Refining Margin (GRM) for the year 2019-20 was USD 2.50 per barrel, as compared to USD 4.58 per barrel in the previous year, mainly due to lower product cracks and high inventory losses.

During the year 2019-20, your Company outperformed the PSU OMCs in market sales, even as the Indian petroleum sector witnessed muted demand growth, mainly due to economic slowdown and the impact of the pandemic in March 2020. As mentioned earlier, the market sales of the Company stood at 43.10 MMT, higher than the previous year, as against de-growth in the PSU Industry. BPCL's market share amongst PSU OMCs stood at 24.52% as at 31st March, 2020, as compared to 24.49% as at the end of the previous year.

The Retail business of the Company managed to moderate the impacts of the economic adversities on sales, through concerted focus on customer centric initiatives and strategic network expansion. During the year 2019-20, the Retail business recorded a total market sale of 26.96 MMT, with sales of Petrol at 7.79 MMT, registering a growth of 5.1%, the highest amongst PSU OMCs, while Diesel sales stood at 18.37 MMT, a decline of 3.0%.

Leading the network expansion drive and reaching nearer to customers, your Company commissioned 1447 new Retail Outlets (ROs) across the country, the highest in a financial year amongst PSU OMCs. Further, under the new initiative of door-to-door delivery of Diesel to stationary engines/generators and mining and construction equipment, BPCL commissioned 118 vehicles fitted with dispensers, once again the highest amongst PSU OMCs during the year.

Today, BPCL ROs are synonymous with trust, transparency, convenience and customer service, a feat achieved through constant upgradation, extensive automation, technological integration and provision of a wide array of value added services at the ROs. Your Company will continue to enhance its reach and create differentiation in the market.

The year 2019-20 was an eventful one for the LPG business in the country, as it saw achievement of the target of 8 crore LPG connections under the PMUY, by the first week of September 2019, seven months ahead of schedule. With 2.1 crore PMUY consumers, the total consumer base for BPCL stands at 8.25 crores as at 31st March 2020, which is serviced through a network of 6110 distributors across the country. During the year, the LPG business registered sale of 6.87 MMT with a growth of 5.8% and market share amongst major OMCs increasing to 26.28%. Innovating constantly, your Company successfully launched the in-house developed, cost effective "NxtGen Bharat Metal Cutting Gas"- an improved version of the product offering an edge to the Company in the competitive metal cutting business. Infrastructure augmentation, digitalization, network expansion, particularly in rural markets, creation of consumer awareness and promotion of safety, continue to be the focus areas for the business.

In a highly competitive environment, the Industrial and Commercial business has consistently been able to gain market share while also improving profitability, following a customer centric approach, pursuing value driven market opportunities and optimizing on logistics costs. Following the trend of the previous year, the business registered a high growth of 7.5% against industry de-growth of 0.9% during 2019-20, recording domestic sales of 6.18 MMT. The business made substantial progress in trading activities, adding more products in the trading portfolio.

During the year 2019-20, the Gas business handled a volume of 1700 TMT. Making a mark as an independent player, your Company commissioned its first City Gas Distribution (CGD) network in Rupnagar Geographical Area (GA) during the year. The wholly owned Gas subsidiary, Bharat Gas Resources Limited, achieved financial closure for all the 13 GAs won under the 9th and 10th bidding rounds and is progressing well with implementation of the projects.

Through product innovation, strategic tie-ups and extensive marketing, MAK Lubricants has established itself as a reliable brand in the domestic market and expanded its footprint in international markets. The business registered excellent performance during the year, gaining market share of 5.4% among PSUs, taking the total market share to 21.1% among PSUs.

While the Aviation industry registered a de-growth of 1.3% during the year 2019-20, mainly due to the collapse of Jet Airways and the pandemic related travel interruptions, our Aviation business achieved its highest ever sales of 2005 TMT, a growth of 0.8%, by retaining large volume customers in the domestic and international segments, thus beating the industry trend.

The performance of the first quarter of the year 2020-21 was adversely impacted due to pandemic induced lockdowns, leading to supply chain disruptions and curtailment of activity across industries. The oil and gas industry, too witnessed sharp contraction in demand and extreme volatility in the international oil and gas prices, exerting immense pressure on the profitability of the companies. For BPCL, while refining margins suffered due to inventory losses and lower international product cracks, the marketing margins remained robust, leading to a better overall performance. BPCL registered profit after tax of ₹ 2,076 crores in this quarter as against ₹ 1,075 crores registered in the same quarter last year. Your Company is closely monitoring the evolving situation, recalibrating its responses and taking all necessary actions and

initiatives to ensure safe and smooth operations, improve upon efficiencies, build on capabilities and create new capacities, leveraging technology.

Customer Centric Initiatives

Customer centricity forms an intrinsic part of our culture and all our actions are aimed at enriching customer experience and delivering superior value. Towards this end, your Company continuously engages with customers to address their needs, tracks emerging trends to remain focused and relevant, and innovates to differentiate in experience.

With an array of value added offerings at Retail Outlets, your Company is redefining the Retail business, creating unique competitive advantage. Fortifying our quality and quantity assurance, BPCL launched the "NextGen PURE FOR SURE" initiative in 6 major cities, leveraging best-in-class technology for complete automation and digital payment integration, an ultimate measure towards customer trust and transparency.

Successful pilots of the "E-Drive" initiative - an innovative electric vehicle mobility model based on battery swapping, show promise. In the endeavour to strengthen customer interfacing units and get a single view of the customer across the organization, "Project Anubhav" has been initiated, which will further facilitate cross-sell and up-sell of goods and services to customers.

Your Company has a digitally attuned, well established and closely monitored Citizen's Charter, Public Grievance Redressal mechanism and Customer Care System to enable effective customer interaction and timely resolution of complaints.

Human Resources

With a firm belief in "Development of People" as the only path to success, your Company constantly strives to enhance HR practices to create a conducive environment for people to excel in their roles. Significant investments have been made towards building capability, nurturing talent, grooming employees and developing the leadership pipeline within the Company.

Towards enhancing employee satisfaction and ensuring a healthy, vibrant, and energized workforce, prompt grievance redressal, promoting emotional and physical well-being and establishing a deeper employee connect have been the cornerstones of our HR practices. Catalyzing overall personality development, the "iPassion" platform provides employees an opportunity to nurture their passion and showcase their talents.

During these difficult times, according to topmost priority to safety, your Company effectively leveraged the 'Work From Home' model to build capabilities and augment skill sets in the new normal.

Health, Safety, Security & Environment (HSSE)

With "Safety First, Safety Must" as the guiding principle, your Company is committed to the highest standards of Health, Safety and Security of its people and assets and protection of the Environment.

Your Company has well designed and effectively implemented Standard Operating Procedures and Guidelines, which are now pandemic compliant, to ensure safe operations across businesses, interfaces and touchpoints.

Towards environment preservation, your Company has taken several initiatives, particularly in the areas of energy efficiency, water conservation, waste management and adoption of renewable sources of energy. Further, BPCL is actively participating in promotion of alternate fuels like Bio-Ethanol, Bio-Diesel and Compressed Bio Gas, which contribute to reduction in import dependence.

Sustainability being at the core of its philosophy, your Company is consistently building capacities and improving its performance in HSSE.

Corporate Social Responsibility

Being a responsible corporate citizen, your Company is contributing considerably towards sustainable development and meeting the needs of society. Partnering with the Government, credible not-for-profit organizations and other agencies, BPCL has implemented several schemes and undertaken quality interventions in the core thrust areas of Skill Development, Education, Water Conservation, Health and Hygiene and Community Development. Besides, the Company is wholeheartedly supporting national missions like Swachh Bharat Abhiyan, Skill India and Transformation of Aspirational Districts. During the trying times of the pandemic, your Company was at the forefront of relief and rehabilitation activities, significantly contributing towards nation building.

Corporate Governance

With the motto of "Growth with Governance", your Company strives for excellence in Corporate Governance and places the highest priority on ensuring fairness to all stakeholders through transparency, full disclosures, empowerment of employees and collective decision making.

The Company has a clearly defined organizational structure, well documented decision rights, detailed manuals and operating procedures for its business units and service entities to ensure orderly and efficient conduct of its business. The robust internal control systems and processes facilitate compliance with all applicable laws and regulations, efficiency, optimum utilization of resources, reliability and completeness of accounting records and timely preparation of reliable financial and management information, thus protecting the Company's assets and interests of investors.

The state-of-the-art ERP system (SAP) ensures real time recording and seamless exchange of information with in-built controls and provides an audit trail.

The business processes and controls are reviewed regularly by the Company's independent Audit function to assess the adequacy and operating effectiveness of the internal control systems.

Through its Whistle Blower Policy, the Company purports to strengthen the culture of transparency and provide employees with a framework for responsible and secure reporting of improper activities.

Through their proactive, preventive and participative interventions, the Vigilance department promotes good governance and transparency, constantly endeavoring to improve the systems, processes and practices and enhance awareness levels across the organization.

Acknowledgements

The stupendous progress and excellent performance of your Company is a result of relentless dedication and unmatched loyalty of all the members of the BPCL family. Especially this year, their phenomenal hard work and commitment is worthy of emulation.

We acknowledge the wholehearted cooperation, steadfast support and tremendous efforts of our strong network of dealers and distributors who ensured the success of all our initiatives and boosted the brand image of BPCL immeasurably.

Our esteemed customers, suppliers, contractors, bankers and business partners have always complimented our efforts and we are grateful for their continued support and cooperation.

On behalf of the Board, I thank the Government of India and the Ministry of Petroleum & Natural Gas for their valuable guidance and support.

This year, the BPCL Board witnessed several significant changes. We were faced with the sad and untimely demise of Shri Vinaysheel Oberoi, our Independent Director on 10th April, 2020. On behalf of the Company and the Board, I would like to place on record his valued contribution towards the Company's progress and express our deep condolences.

I would also like to place on record our sincere appreciation of the contributions of Shri Rajiv Bansal, who relinquished office as Director on 8th January, 2020, Shri Rajesh Kumar Mangal who relinquished office as Independent Director on 1st December, 2019, Shri Vishal V Sharma, who relinquished office as Independent Director on 9th February, 2020 and Ms. Jane Mary Shanti Sundharam, Independent Director, who resigned from the Board with effect from 5th March, 2020.

Our special thanks and deep gratitude to Shri D. Rajkumar, Chairman & Managing Director and Shri R. Ramachandran, Director (Refineries) who superannuated on 31st August 2020, for their valuable insights and guidance in taking the Company to greater heights.

I also take this opportunity to welcome Shri Rajesh Aggarwal, who joined the Board on 8th January 2020. I am confident that with his extensive knowledge, rich experience and expertise, your Company will benefit immensely.

I would like to thank all my colleagues on the Board for their steadfast support throughout the year.

I also thank all the investors for reposing faith in BPCL's management and their constant encouragement which motivates us to overcome challenges and strive for newer benchmarks.

BPCL has grown into a leading energy conglomerate, admired by all its stakeholders, contributing to nation building and creating value on a sustained basis.

Thank you ladies and gentlemen. Stay safe and healthy!



K. Padmakar
28th September, 2020