



MAHARASHTRA
आमद भुवन, २/१५, फाट. मुंबई - १.

HS 541304

ब. भुवना कार्यालय, मुंबई
सु. विवेकानंद का. २५
- 6 SEP 2013
न. अधिकारी

क्रमांक.....दिनांक.....
श्री. / श्रीमती.....
यांना न्यायेकर मद्राक विवेकानंद
मुख्यतः २२६२३२८७

19 SEP 2013



परवाना धारक मद्राक विवेकानंद



Annexure II

KNOW ALL MEN by these presents that **BHARAT PETROLEUM CORPORATION LIMITED** a Company incorporated in India and having its registered office at Bharat Bhavan, 4 & 6 Curimbhoy Road, Ballard Estate, Mumbai - 400 001 (hereinafter called the Company) do hereby nominate, constitute and appoint **Shri S. VARADARAJAN** son of Shri Srinivasan Krishnamachari, the **CHAIRMAN & MANAGING DIRECTOR** of the said company at present residing at Flat No. 21, BPCL Tower 1-A, Altamount Road, Mumbai 400026 to be the true and lawful Attorney of the Company and to act for and on behalf of the Company and to execute and perform all or any of the following acts, deeds, matters and things :

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1. To carry on manage and conduct all the business and affairs of the Company according to the usual and regular course thereof and enter into all such contracts in relation thereto as the said Attorney may deem necessary or expedient and to vary from time to time and rescind such contracts.

2. To ask for, demand, recover, receive and collect from all and every person, firm, body corporate or otherwise private or public companies, corporation, association, bankers, government, Treasuries or other departments or offices of Government courts of law who or which is are, shall or may, at any time and at all times, hereafter liable to transfer or deliver respectively all sums of money, rents, stocks, funds, dividends, debts (whether secured or unsecured), dues, arrears, goods, chattels, plant, machinery, merchandise and all things whatsoever which now are or is and which shall or may at any time or times hereafter become or be in any due, owing payable or deliverable agreement, contract, insurance, rights, securities, bills, vouchers, cheques, hundies, warrants or payment orders whatsoever or upon any balance of accounts, book debt, bills, rents consignments, public or private security, judgment or decree, or for, by, or on any other account whatsoever and to sign and give effectual and valid receipts releases, discharges and indemnities for the same respectively and to settle, compound, compromise, submit to arbitration or abandon any claim or claims in respect thereof.



To make and effect all sales, purchases, dealings and transactions of or in goods, wares, merchandise, cargoes and other moveable property whatsoever including any rights in respect thereof and to effect and maintain insurance on movable and immovable properties and insurance against loss and liability generally as the said Attorney shall deem expedient.



4. To purchase, take on lease or on hire, or in exchange or otherwise acquire and hold any lands, buildings, tenements, hereditaments, premises, goods, chattels, effects, rights, concessions, patents, or other moveable or immovable property whatsoever and to manage or supervise the management of, or to repair, alter, improve, develop, erect upon, pull down or reconstruct, sell, demise or let on lease for any term, surrender or hire and to execute or enforce or otherwise deal with any rights, or remedies in respect of any such properties as aforesaid or any part or parts thereof for such consideration or premia at such rents and upon such terms and conditions as the said Attorney may deem expedient.

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5. To institute, defend and prosecute, enforce or resist any suit or other actions and proceedings, appeals in any court anywhere within India in its Civil, Criminal, Revenue, Revision or before any Tribunal of Arbitration or Industrial Court, Income Tax and Sales Tax authorities whether by and on behalf of the said company or against it, to execute warrant of attorney, Vakalatnama, and other authorities, to act

and plead, to sign and verify complaints, written statements, petitions and other pleadings, including pleadings under Article 226 of the Constitution of India, and also to present any Memorandum of Appeal, Tabular Statement, accounts, inventories, to accept service of summons, notice and other legal processes, enforce judgment, execute any decree or order, to appoint and engage on behalf of the said company pleaders, attorney, counsel and other legal agents as the said attorney may think fit and proper and to adjust, settle all accounts, to refer to arbitration all disputes and differences, to compromise cases, to withdraw the same or to be non-suited and to receive delivery of documents or payments of any money or moneys from any Court, office or opposite party either in execution of decree or otherwise as he shall think fit and proper and to do all acts, deeds and things that may be necessary or requisite in connection therewith.

To present, support or oppose any petition for winding up or bankruptcy or insolvency, to concur in, or dissent from any composition, or arrangement, to prove for, receive and recover all claims against any bankrupt or insolvent or any company in liquidation as to enter into or become party to any composition or settlement in respect thereof and generally to represent the company in any liquidation, bankruptcy or insolvency proceedings.

To enter into and become party to and to sign and execute all deeds, assurances, instruments, agreements contracts, receipts and all other documents or writings on behalf of the company not required to be executed under its Common Seal or not otherwise provided for in the Articles of Association of the Company.

8. To make, sign, draw, accept, endorse, negotiate, realize, discount, sell, pay, transfer or satisfy all cheques, bills of exchange, drafts, hundies, promissory notes, dock warrants, delivery orders, railway receipts, bills of lading and other mercantile documents and other negotiable instruments and securities.

9. To become party to sign, execute and present for registration and admit execution before any Registrar or sub-registrar of Assurances of and to do every act, matter or thing necessary or proper to enable registration on behalf of the company of all

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deeds, assurances, instruments, contracts, agreements, receipts and all other documents whatsoever.

10. To receive and give effectual receipts and discharges for moneys, funds, goods or property payable to or to be received by the Company.
11. To make advances upon or for the purchase of goods and all other articles required for the purposes of the company upon such terms as the said attorney may think fit.
12. To attend, vote or to appoint any person to attend and vote as proxy and representative of the company at meetings of the holders of any Shares, Debentures, Debenture Stock, securities and funds in which the company is or may become interested and exercise all rights and privileges and perform all acts and duties which now or hereafter may appertain to the Company as the holder of Share, Debenture Stock or as otherwise interest in any company or corporation.
13. Subject to the provisions of the Companies Act and subject to the provisions of any agreement at the time in force between the Company and any person, to appoint agents, sub-agents, dealers and distributors, at such place or places and on such terms and conditions as the said Attorney may think fit or necessary, to deal with the Company's properties, articles, things or products, as the said Attorney may deem fit.
14. To operate upon and open accounts, current overdraft, fixed or otherwise with any bank or bankers merchant or merchants or with any company or companies, firm or firms, individual or individuals and to pay moneys into and to draw moneys from any such account or accounts from time to time as the said Attorney may think fit.
15. To appoint or employ for the company's business, transactions and management of affairs and from time to time to discharge or remove or suspend or re-appoint and re-employ or replace officers, clerks, workmen, employees and other members of the staff of the Company, technical consultants, bankers, all kinds of agents, brokers, advocates, barristers, solicitors, pleaders, lawyers, mechanics, retail and wholesale commission dealers, muccadams, technicians and experts with such powers and duties and upon such terms as to duration of employment, remuneration or otherwise as the said Attorney may deem fit.

16. To raise or borrow (otherwise than by debentures) from time to time in the name or otherwise on behalf of the Company by not exceeding the total amount specified by the Board of Directors of the Company from time to time, such sum or sums of money as the said Attorney may think expedient.
17. Subject to the provisions of the Companies Act and when so authorized by the Board within the said limits from time to time fixed by the Board, to invest the moneys of the Company not immediately required, upon such investments of such nature as may be specified by the Board from time to time or to deposit the same with Banks, shroffs, or persons and from time to time to realize and vary such investments.
18. To incur from time to time, subject nevertheless to the provisions of the Companies Act, such expenses and to invest or lay out such sum or sums of money as the said Attorney may deem expedient for the offices or the establishments of the Company and for the purpose of maintaining and carrying on the works and business of the Company as he may think fit.
19. From time to time to substitute and appoint any person or persons to act under or in the place of the said Attorney in respect of all or any of the matters and to revoke every such substitution at pleasure and appoint others.

AND IN GENERAL to do all other acts, deeds, matters and things whatsoever in or about the conduct, management and administration of the business of the Company and all the affairs relating thereto as amply and effectual to all intents or purposes as the Board of Directors of the Company could do in their own powers if these presents had not been made and executed, subject however, to the provisions of the Companies Act, 1956 /Companies Act, 2013 as applicable.

AND the Company hereby ratifies and confirms and agrees to ratify and confirm hereafter all and whatsoever the said Attorney or his substitute or substitutes shall lawfully do or cause to be done in or about the premises by virtue of these presents and declare that these presents shall at all times be conclusively binding in favour of third parties, who have not received notice of revocation of this power.

IN WITNESS WHEREOF the Company has caused its Common Seal to be hereunto affixed on this 1st day of October, Two Thousand and Thirteen.

THE COMMON SEAL of the above named
BHARAT PETROLEUM CORPORATION LIMITED
was pursuant to the Resolution of the Directors of
the said Company passed in that behalf on 30th
day of September, 2013 hereunto affixed in the
presence of Shri K. K. Gupta and
Countersigned by Shri. S. V. Kulkarni,
Company Secretary



K. K. Gupta
Director (Marketing)



Countersigned by :

S. V. Kulkarni
Company Secretary

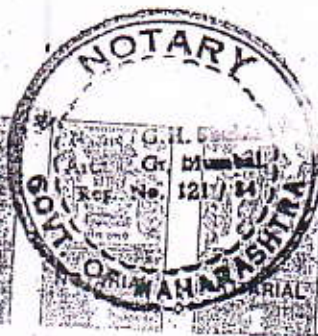
BEFORE ME



G. H. SHUKLA
NOTARY GREATER MUMBAI
Jagdamba Bhavan, Ground Floor,
Ganpatrao Kadam Marg, Lower Park,
MUMBAI - 400 013.

1 OCT 2013

NOTED & REGISTERED
Sr. No. 1237/98/2013
Dated 1 OCT 2013



FOR BHARAT PETROLEUM CORPORATION LTD

S. V. Kulkarni
Company Secretary