

महाराष्ट्र MAHARASHTRA



दिनांक 18 OCT 2013 एच.जी. बोर्ड
 एच.जी. बोर्ड नं. 788655

भारत पेट्रोलियम कॉर्पोरेशन लिमिटेड

भारत पेट्रोलियम कॉर्पोरेशन लिमिटेड

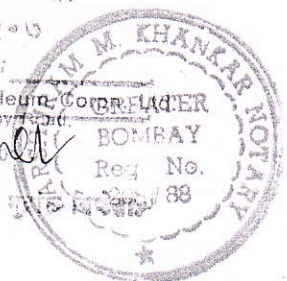
8833

Bharat Petroleum Corporation Limited
 486, Currimbhoy Road,
 Ballard Estate,
 Mumbai - 400 001

BOMBAY

Reg. No.

88



TO ALL TO WHOM THESE PRESENTS SHALL COME, I, S. VARADARAJAN of Mumbai SEND GREETINGS :

WHEREAS by a Power of Attorney (a copy whereof is hereto annexed and marked "A"), BHARAT PETROLEUM CORPORATION LIMITED (hereinafter called "the Company") appointed me under its Common Seal an Attorney of the Company for and in the name and on behalf of the Company to do or execute all or any of the acts and things therein mentioned in connection with the business carried on by the Company in India including the power from time to time to appoint and remove at pleasure any substitute or substitutes as Attorney or Attorneys under me in respect of all or any of the matters therein aforesaid.

AND WHEREAS the said Power of Attorney is still in full force and unrevoked.

8

12

~~Now~~ KNOW YE AND THESE PRESENTS WITNESS AS FOLLOWS :-

By virtue of and in exercise of the aforesaid power given to me, I the said S. VARADARAJAN do hereby nominate, constitute and appoint J. P. MEENA son of LATE SHRI LAXMAN RAM MEENA (hereinafter referred to as "the said Attorney") to be a true and lawful attorney of the Company for and in the name of the Company or in my name to do and perform within the said area all and any of the following acts, matters and things that is to say :-

1. From time to time to appoint, remove agents, sub-agents, distributors and contractors at such places and upon such terms as the said Attorney may think proper.
2. From time to time to purchase, take on lease or otherwise acquire and hold any houses, offices, buildings, lands, way leave or other hereditaments, premises, chattels, effects, rights, concessions, patents or other movable or immovable property whatsoever and to manage, to superintend the management of all properties, estates and hereditaments of whatever tenure of or to which the Company is or shall become seized, possessed or entitled and to execute any works required by any public or local authority or to repair, alter or improve upon any such property.
3. To sign orders for delivery of securities, goods or effects, bills of lading or other negotiable or mercantile instruments and to sell, endorse, transfer or otherwise deal with securities of the Central or any State Government or other local authority in India.
4. To demand, sue for, enforce payment of, receive, remit and give effectual receipts and discharges for all interest, dividends, moneys, securities for money, debts, goods, chattels and personal estate of or to which the Company is now or may hereafter become possessed or entitled or which is or may become due, owing, payable or transferable to the Company from any person or persons or Corporation or the Central or any State Government or other local authority in India.
5. To institute, prosecute, enforce, defend, answer or oppose all actions and other legal proceedings and demands touching any of the matters aforesaid or any other matters in which the Company is now or may hereafter be interested or concerned

and also to refer to arbitration, submit to judgment or become non-suited in any such action or proceedings as aforesaid and for such purpose to appear before any Judges, Magistrates, Consuls or other Officers in any Court or Consulate.

6. To execute, sign, enter into, acknowledge perfect and do all such deeds, assurances, guarantees, agreements, instruments, contracts and receipts and all other acts and things as shall be requisite in relation to all or any of the purposes or matters aforesaid, including all such further acts and things as may be deemed expedient for recording, registering or otherwise completing and giving validity thereto.
7. To operate on any subsisting banking account and on any new banking account and to draw, make, accept, execute, endorse, discount, negotiate, retire, pay, satisfy, issue and assign cheques, drafts, orders for payments or delivery of money, bills of lading, bills of exchange, promissory notes, hundies, interest and dividend warrants and other negotiable or transferable instruments or securities.
8. To concur in doing any of the acts and things hereinabove mentioned in conjunction with any other person or persons interested in the premises.

AND I for myself and for the Company do hereby ratify and confirm and agree at all times hereafter to ratify and confirm all and whatsoever the said Attorney shall lawfully do or cause to be done in or about the premises by virtue of these presents, including in such ratification and confirmation all and whatsoever shall be done between the time of revocation by any means of this Power of Attorney and the time of such revocation becoming known to the said Attorney.


IN WITNESS WHEREOF I have hereunto set my hand and seal this 11th day of November, 2013 at Mumbai.

SIGNED SEALED AND DELIVERED

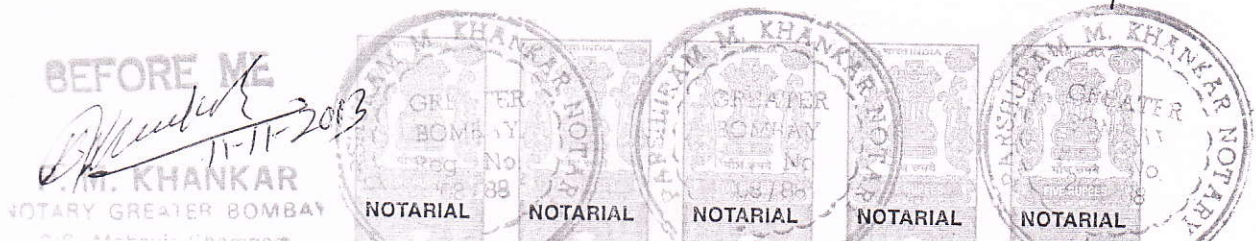
by the abovenamed

S. Varadarajan

in the presence of :

)(for and on behalf of
)(BHARAT PETROLEUM CORPORATION LIMITED
)(
)(Constituted Attorney

Noted in Notary
 Registrar Sr. No.
249/2013



भारतीय गैर न्यायिक

एक सौ रुपये

Rs. 100

ONE

HUNDRED RUPEES

₹. 100



सत्यमेव जयते

भारत INDIA

INDIA NON JUDICIAL

श्री. अशोक रघुनाथ कदम

(एल.एस.सी. नं. २०११९८७)

9836

MAHARASHTRA

१००, शाहेर पगलमिह रोड,

आनंद भुवन, २/१५, कोट. मध्य - १.

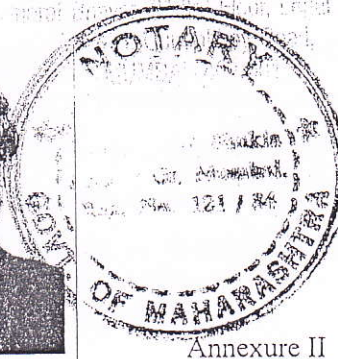
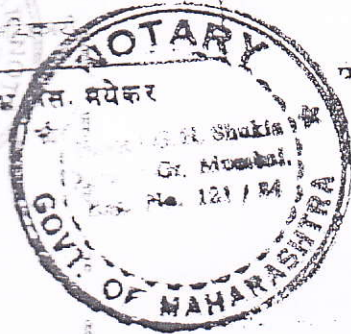
HS 541304

महाराष्ट्र न्यायिक न्यायालय, मुंबई
२५

क्रमांक.....दिनांक.....
श्री./श्रीमती.....
यांना न्यायालयीन मूद्रांक देण्यात येत आहे
दुरुध्वनी २२६२३९८७

19 SEP 2013

परवाना प्राप्त झाल्याचे विवेक



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 :

6

1

2 &

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 powers 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.

1

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.

6. 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



in 6/

1

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.

68 — 6

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.

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.

f

k

82

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

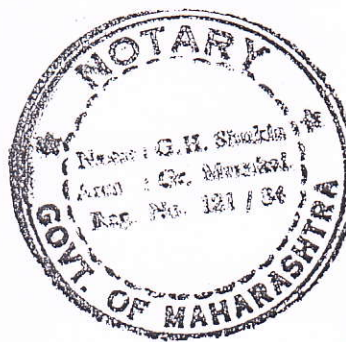


K. K. Gupta
Director (Marketing)



Countersigned by :

S. V. Kulkarni
Company Secretary



BEFORE ME

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

1 OCT 2013

