



**SBICAP  
Trustee**

Ref. No. 296/STCL/DT/2022-23

**SBICAP Trustee Company Ltd.**

**Date: 01<sup>st</sup> June 2022**

To

**Bharat Oman Refineries Limited**

Administrative Building, Refinery Complex,

Post BORL Residential Complex, Bina,

Sagar District – 470 124, Madhya Pradesh

**Subject:** Scheme of Amalgamation of Bharat Oman Refineries Limited ("Transferor Company/BORL") with Bharat Petroleum Corporation Limited ("Transferee Company/BPCL") and their respective shareholders ("Scheme")

**Ref:** Regulation 59 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("LODR Regulations")

1. We say that SBICAP Trustee Company Limited ("Company") is a debenture trustee for BORL Debentures 2023 bearing ISIN INE322J08024, BORL Debentures 2023 – Series II bearing ISIN INE322J08032 and Debentures 2026 bearing ISIN INE322J08040 respectively. The said series of the debentures were issued by the Transferor Company/BORL. We further state that, we have received requisite consents from the debenture holders of the aforesaid Transferor Company who has read and understood the same.
2. Pursuant to the Scheme, the Transferor Company will be amalgamated with Transferee Company, thus, in terms of the Scheme, all the debentures issued by Transferor Company shall stand transferred and vested in Transferee Company, without any alteration, modification or change in the terms and conditions of the aforesaid debentures. Thus, the Transferor Company has approached us in the connection with the same.
3. In view of the above-stated facts, based on the consent of the debenture holders annexed herewith and subject to the permission/consent as required under the applicable laws, we state that this letter be treated as our consent for the proposed transfer of the aforesaid debentures issued by the Transferor Company to the Transferee Company pursuant to the Scheme.
4. The company shall make the necessary disclosure/applications to all the competent authority as per the applicable laws.

Thanking You,

Yours faithfully

For **SBICAP Trustee Company Limited**

**Group Head – DT & Compliance**

[www.sbicaptrustee.com](http://www.sbicaptrustee.com)

+91 22 4302 5566

+91 22 4302 5555

+91 22 2204 0465

[corporate@sbicaptrustee.com](mailto:corporate@sbicaptrustee.com)

**Corporate Office :**

4th Floor, Mistry Bhavan,  
122, Dinshaw Vachha Road,  
Churchgate, Mumbai,  
Pin - 400 020.

**Registered Office :**

202, Maker Tower E,  
Cuffe Parade, Mumbai - 400 005.  
CIN : U65991MH2005PLC158386

*A Group Company of SBI*

# Aditya Birla Sun Life AMC Ltd.

(A part of Aditya Birla Capital Ltd.)



## ADITYA BIRLA CAPITAL

PROTECTING INVESTING FINANCING ADVISING

To

Date: 17 May 2022

**Bharat Oman Refineries Limited**  
Administrative Building, Refinery Complex,  
Post BORL Residential Complex, Bina,  
Sagar District – 470 124, Madhya Pradesh

**Subject:** Scheme of Amalgamation of Bharat Oman Refineries Limited ("Transferor Company") with Bharat Petroleum Corporation Limited ("Transferee Company") and their respective shareholders ("Scheme")

**Ref:** Regulation 59 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")

1. I say that Aditya Birla Sun Life AMC Limited ("ABSAMC") is the asset manager of the schemes of Aditya Birla Sun Life Mutual Fund who are a debenture holder (through Aditya Birla Sun Life Trustee Private Limited) and as on date, hold 450 non-convertible debentures issued by the Transferor Company having a face value Rs. 10,00,000 each, aggregating to an amount of Rs. 45 crore (Rupees Forty Five Crore only). I state that, we have received the Scheme and have read and understood the same.
2. Pursuant to the Scheme, the Transferor Company will be amalgamated with Transferee Company, thus, in terms of the Scheme, all the non-convertible debentures issued by Transferor Company shall stand transferred and vested in Transferee Company, without any alteration, modification or change in the terms and conditions of the aforesaid debentures. Thus, the Transferor Company has approached us in the connection with the same.
3. We state the following:
  - ☒ We attended the meeting of the unsecured creditors convened on April 21, 2022, for the purpose of approval of the Scheme.
  - ☐ We did not attend the meeting of the unsecured creditors convened on April 21, 2022, for the purpose of approval of the Scheme.

Aditya Birla Sun Life AMC Ltd.  
(A part of Aditya Birla Capital Ltd.)  
+91 22 4356 8000 | (F) +91 22 4356 8110 / 8111  
<https://mutualfund.adityabirlacapital.com/>

Correspondence & Registered Office:  
One World Center, Tower 1, 17th Floor,  
Jupiter Mills, Senapati Bapat Marg,  
Elphinstone Road, Mumbai - 400 013  
CIN: L65991MH1994PLC080811

4. We further state the following:



We exercised the option of voting through remote e-voting provided by the Transferor Company at its meeting convened on April 21, 2022, in connection with the approval of the Scheme.



We did not exercise the option of voting through remote e-voting provided by the Transferor Company at its meeting convened on April 21, 2022, in connection with the approval of the Scheme.

5. We further state that this letter be treated as our consent for the proposed transfer of the aforesaid non-convertible debentures issued by the Transferor Company to the Transferee Company pursuant to the Scheme.

Thanking You,  
Yours faithfully  
For Aditya Birla Sun Life AMC Limited



**Keerti Gupta**  
Chief Operations Officer



**Aditya Birla Sun Life AMC Ltd.**

(A part of Aditya Birla Capital Ltd.)

+91 22 4356 8000 | (F) +91 22 4356 8110 / 8111

[www.adityabirlasunlifeamc.com](http://www.adityabirlasunlifeamc.com)

**Correspondence & Registered Office:**

One World Center, Tower 1, 17th Floor, Jupiter Mills,  
Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013

CIN: L65991MH1994PLC080811



**ADITYA BIRLA  
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING



Form No. 221

# Janata Sahakari Bank Ltd., Pune

(Multistate Scheduled Bank)

HEAD OFFICE : 1444, Shukrawar Peth, Thorale Bajirao Road, Pune - 411 002.

Phone : 24453258, 24453259, 24452894 • Fax : 020-24453430

Bharat Bhavan Office : Ph.: 24494032, 24494226 • Fax : 020-24493402

• Email : jsbho@janatabankpune.com • Website : www.janatabankpune.com

Letter No.: To Job L / Investment / 22-23/28

Date : 17 MAY 2022

## Bharat Oman Refineries Limited

Administrative Building, Refinery Complex,  
Post BORL Residential Complex, Bina,  
Sagar District – 470 124, Madhya Pradesh

**Subject:** Scheme of Amalgamation of Bharat Oman Refineries Limited ("Transferor Company") with Bharat Petroleum Corporation Limited ("Transferee Company") and their respective shareholders ("Scheme")

**Ref:** Regulation 59 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")

1. I say that Janata Sahakari Bank Limited., Pune ("Co-op Bank") is a debenture holder and as on date, holds 100 non-convertible debentures issued by the Transferor Company having a face value Rs. 10,00,000 each, aggregating to an amount of Rs. 10 crore (Rupees Ten Crore only). I state that, we have received the Scheme and have read and understood the same.

2. Pursuant to the Scheme, the Transferor Company will be amalgamated with Transferee Company, thus, in terms of the Scheme, all the non-convertible debentures issued by Transferor Company shall stand transferred and vested in Transferee Company, without any alteration, modification or change in the terms and conditions of the aforesaid debentures. Thus, the Transferor Company has approached us in the connection with the same.

3. We state the following:



We attended the meeting of the unsecured creditors convened on April 21, 2022, for the purpose of approval of the Scheme.



We did not attend the meeting of the unsecured creditors convened on April 21, 2022, for the purpose of approval of the Scheme.

4. We further state the following:



We exercised the option of voting through remote e-voting provided by the Transferor Company at its meeting convened on April 21, 2022, in connection with the approval of the Scheme.



We did not exercise the option of voting through remote e-voting provided by the Transferor Company at its meeting convened on April 21, 2022, in connection with the approval of the Scheme.





Form No. 221

# Janata Sahakari Bank Ltd., Pune

(Multistate Scheduled Bank)

HEAD OFFICE : 1444, Shukrawar Peth, Thorale Bajirao Road, Pune - 411 002.

Phone : 24453258, 24453259, 24452894 • Fax : 020-24453430

Bharat Bhavan Office : Ph.: 24494032, 24494226 • Fax : 020-24493402

• Email : jsbho@janatabankpune.com • Website : www.janatabankpune.com

Letter No.:

Date :

5. We further state that this letter be treated as our consent for the proposed transfer of the aforesaid non-convertible debentures issued by the Transferor Company to the Transferee Company pursuant to the Scheme.

Thanking You,

Yours faithfully

For Janata Sahakari Bank Limited., Pune

  
Jitendra Ravetkar  
Deputy General Manager





We understand your world

## Corporate Banking

4th Floor, Tower B,  
Peninsula Business Park,  
Lower Parel,  
Mumbai - 400013.  
Tel. : 022 - 3395 8000  
Fax : 022 - 3078 8579

To

Date: 16<sup>th</sup> May 2022

**Bharat Oman Refineries Limited**  
Administrative Building, Refinery Complex,  
Post BORL Residential Complex, Bina,  
Sagar District - 470 124, Madhya Pradesh

**Subject:** Scheme of Amalgamation of Bharat Oman Refineries Limited ("Transferor Company") with Bharat Petroleum Corporation Limited ("Transferee Company") and their respective shareholders ("Scheme")

**Ref:** Regulation 59 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")

1. I say that HDFC Bank Limited ("Company") is a debenture holder and as on date, holds 5,000 non-convertible debentures issued by the Transferor Company having a face value Rs. 10,00,000 each, aggregating to an amount of Rs. 500 crore (Rupees Five Hundred Crore only). I state that, we have received the Scheme and have read and understood the same.
2. Pursuant to the Scheme, the Transferor Company will be amalgamated with Transferee Company, thus, in terms of the Scheme, all the non-convertible debentures issued by Transferor Company shall stand transferred and vested in Transferee Company, without any alteration, modification or change in the terms and conditions of the aforesaid debentures. Thus, the Transferor Company has approached us in the connection with the same.
3. We state the following:  

☒ We attended the meeting of the unsecured creditors convened on April 21, 2022, for the purpose of approval of the Scheme.  
☐ We did not attend the meeting of the unsecured creditors convened on April 21, 2022, for the purpose of approval of the Scheme.
4. We further state the following:  

☒ We exercised the option of voting through remote e-voting provided by the Transferor Company at its meeting convened on April 21, 2022, in connection with the approval of the Scheme.  
☐ We did not exercise the option of voting through remote e-voting provided by the Transferor Company at its meeting convened on April 21, 2022, in connection with the approval of the Scheme.

[www.hdfcbank.com](http://www.hdfcbank.com)



We understand your world

Corporate**Banking**

4th Floor, Tower B,  
Peninsula Business Park,  
Lower Parel,  
Mumbai - 400013.  
Tel. : 022 - 3395 8000  
Fax : 022 - 3078 8579

5. We further state that this letter be treated as our consent for the proposed transfer of the aforesaid non-convertible debentures issued by the Transferor Company to the Transferee Company pursuant to the Scheme.

Thanking You,

Yours faithfully

For HDFC Bank Limited

Mahip Rekhani  
Vice President

To

Date: 17 May 2022

**Bharat Oman Refineries Limited**

Administrative Building, Refinery Complex,  
Post BORL Residential Complex, Bina,  
Sagar District – 470 124, Madhya Pradesh

**Subject:** Scheme of Amalgamation of Bharat Oman Refineries Limited (“**Transferor Company**”) with Bharat Petroleum Corporation Limited (“**Transferee Company**”) and their respective shareholders (“**Scheme**”)

**Ref:** Regulation 59 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”)

1. I say that Nippon Life India Trustee Limited A/c NISTF - NIPPON INDIA SHORT TERM FUND & Nippon Life India Trustee Limited A/c NIEHF - NIPPON INDIA EQUITY HYBRID FUND (“**Company**”) are debenture holder and as on date, holds 550 non-convertible debentures issued by the Transferor Company having a face value Rs. 10,00,000 each, aggregating to an amount of Rs. 55 crore (Rupees Fifty Five Crore only). I state that, we have received the Scheme and have read and understood the same.
2. Pursuant to the Scheme, the Transferor Company will be amalgamated with Transferee Company, thus, in terms of the Scheme, all the non-convertible debentures issued by Transferor Company shall stand transferred and vested in Transferee Company, without any alteration, modification or change in the terms and conditions of the aforesaid debentures. Thus, the Transferor Company has approached us in the connection with the same.
3. We state the following:

☒

 We attended the meeting of the unsecured creditors convened on April 21, 2022, for the purpose of approval of the Scheme.

☐

 We did not attend the meeting of the unsecured creditors convened on April 21, 2022, for the purpose of approval of the Scheme.

- 4. We further state the following:

☒

 We exercised the option of voting through remote e-voting provided by the Transferor Company at its meeting convened on April 21, 2022, in connection with the approval of the Scheme.

☐

 We did not exercise the option of voting through remote e-voting provided by the Transferor Company at its meeting convened on April 21, 2022, in connection with the approval of the Scheme.



5. We further state that this letter be treated as our consent for the proposed transfer of the aforesaid non-convertible debentures issued by the Transferor Company to the Transferee Company pursuant to the Scheme.

Kindly find below holding as on date:

| portfolio                                  | securitysymbol                                                        | isin         | facevalue |
|--------------------------------------------|-----------------------------------------------------------------------|--------------|-----------|
| NISTF - NIPPON INDIA<br>SHORT TERM FUND    | BHARAT OMAN REFINERIES LIMITED (OPTIONAL<br>PUT) 5.85% NCD 13-07-2023 | INE322J08024 | 50000000  |
| NIEHF - NIPPON INDIA<br>EQUITY HYBRID FUND | BHARAT OMAN REFINERIES LIMITED (OPTIONAL<br>PUT) 5.85% NCD 13-07-2023 | INE322J08024 | 500000000 |

Thanking You,  
Yours faithfully,  
For NIPPON INDIA MUTUAL FUND

Aditi Kunder 

Authorised Signatory



भारतीय स्टेट बैंक  
भारतीय स्टेट बैंक  
STATE BANK OF INDIA

To

Date: 21 May 2022

**Bharat Oman Refineries Limited**  
Administrative Building, Refinery Complex,  
Post BORL Residential Complex, Bina,  
Sagar District – 470 124, Madhya Pradesh

**Subject:** Scheme of Amalgamation of Bharat Oman Refineries Limited ("Transferor Company") with Bharat Petroleum Corporation Limited ("Transferee Company") and their respective shareholders ("Scheme")

**Ref:** Regulation 59 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")

1. I say that State Bank of India ("Company") is a debenture holder and as on date, holds 14,400 non-convertible debentures issued by the Transferor Company having a face value Rs. 10,00,000 each, aggregating to an amount of Rs. 1,440 crore (Rupees One Thousand Four Hundred and Forty Crore only). I state that, we have received the Scheme and have read and understood the same.
2. Pursuant to the Scheme, the Transferor Company will be amalgamated with Transferee Company, thus, in terms of the Scheme, all the non-convertible debentures issued by Transferor Company shall stand transferred and vested in Transferee Company, without any alteration, modification or change in the terms and conditions of the aforesaid debentures. Thus, the Transferor Company has approached us in the connection with the same.
3. We state the following:  

☒ We attended the meeting of the unsecured creditors convened on April 21, 2022, for the purpose of approval of the Scheme.  
☐ We did not attend the meeting of the unsecured creditors convened on April 21, 2022, for the purpose of approval of the Scheme.
4. We further state the following:  

☒ We exercised the option of voting through remote e-voting provided by the Transferor Company at its meeting convened on April 21, 2022, in connection with the approval of the Scheme.  
☐ We did not exercise the option of voting through remote e-voting provided by the Transferor Company at its meeting convened on April 21, 2022, in connection with the approval of the Scheme.

5. We further state that this letter be treated as our consent for the proposed transfer of the aforesaid non-convertible debentures issued by the Transferor Company to the Transferee Company pursuant to the Scheme.

Thanking You,

For State Bank of India

*[Signature]*  
21/5/2012  
DGM (IRM)



|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                   |                                                                                     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
|  <p><b>बैंक ऑफ महाराष्ट्र</b><br/><b>Bank of Maharashtra</b><br/>भारत सरकार का उद्यम<br/><b>एक परिचय एक बैंक</b></p> | <p>खजाना और अंतर्राष्ट्रीय बैंकिंग प्रभाग<br/><b>Treasury &amp; International Banking Division</b><br/>"Apeejay House" 1<sup>st</sup> Floor, Dr. V.B. Gandhi Marg, Fort,<br/>Mumbai-400001"<br/>टेलीफोन/TELE : (022) 22780321/337/320 फैक्स FAX : 22780329<br/>ई-मेल/e-mail :<br/>funds@mahabank.co.in/agmtibd@mahabank.co.in</p> |  |
| <p>प्रधान कार्यालय: लोकमंगल, 1501, शिवाजीनगर, पुणे-5</p>                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                   | <p>Head Office: LOKMANGAL, 1501, SHIVAJINAGAR, PUNE-5</p>                           |

AX2/TIBD/NCD/BORL/2022-23/852/01

Date: 17.05.2022

To

**Bharat Oman Refineries Limited**

Administrative Building, Refinery Complex,  
Post BORL Residential Complex, Bina,  
Sagar District – 470 124, Madhya Pradesh

**Subject:** Scheme of Amalgamation of Bharat Oman Refineries Limited ("Transferor Company") with Bharat Petroleum Corporation Limited ("Transferee Company") and their respective shareholders ("Scheme")

**Ref:** Regulation 59 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")

1. I say that Bank of Maharashtra ("Company") is a debenture holder and as on date, holds 750 non-convertible debentures issued by the Transferor Company having a face value Rs. 10,00,000 each, aggregating to an amount of Rs. 75 crore (Rupees Seventy Five Crore only). I state that, we have received the Scheme and have read and understood the same.
2. Pursuant to the Scheme, the Transferor Company will be amalgamated with Transferee Company, thus, in terms of the Scheme, all the non-convertible debentures issued by Transferor Company shall stand transferred and vested in Transferee Company, without any alteration, modification or change in the terms and conditions of the aforesaid debentures. Thus, the Transferor Company has approached us in the connection with the same.

3. We state the following:



We attended the meeting of the unsecured creditors convened on April 21, 2022, for the purpose of approval of the Scheme.



We did not attend the meeting of the unsecured creditors convened on April 21, 2022, for the purpose of approval of the Scheme.

4. We further state the following:



We exercised the option of voting through remote e-voting provided by the Transferor Company at its meeting convened on April 21, 2022, in connection with the approval of the Scheme.

Scheme of Amalgamation of BORL with BPCL

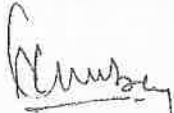




We did not exercise the option of voting through remote e-voting provided by the Transferor Company at its meeting convened on April 21, 2022, in connection with the approval of the Scheme.

5. We further state that this letter be treated as our consent for the proposed transfer of the aforesaid non-convertible debentures issued by the Transferor Company to the Transferee Company pursuant to the Scheme.

Thanking You,  
Yours faithfully



Abhishek Chaubey  
Dy. General Manager,  
TIBD, Mumbai

