



IN THE HIGH COURT OF JUDICATURE AT MADRAS

DATED 27.11.2025

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THE HON'BLE MR. JUSTICE M.DHANDAPANI

W.P.NO.42724 of 2025

V.Harish

... Petitioner

Vs.

1. Bharat Petroleum Corporation Ltd.,  
Rep. By its Territory Manager  
Trichy Retail Territory,  
First Floor, Raj Towers,  
Near Kalaigai Arivalayam,  
Karur Bye Pass Road.  
Tiruchirapalli 620 002.

2. U.Varna

..... Respondents

Prayer: Writ Petition filed under Article 226 of the Constitution of India to issue a Writ of Mandamus, directing the first respondent, to allow the substitution of the retiring partner, Ms.U.Varna, with the petitioner himself in accordance with clause 7 of the letter of indent Ref. No.TRT 1335/NRO/2018/Chetpet dated 29.02.2020 within town limits and the industry note dated 10.05.2019 issued by the Ministry of Petroleum and Natural Gas.

|                 |                                               |
|-----------------|-----------------------------------------------|
| For Petitioners | : Mr. J.Chandran Sundar Sashikumar            |
| For Respondents | : Mr.V.Anantha Natarajan R1<br>Mr.S.Ramesh R2 |

### **ORDER**

This petition has been filed seeking a direction to the first respondent, to allow the substitution of the retiring partner, Ms.U.Varna, with the petitioner himself in accordance with clause 7 of the letter of indent Ref. No.TRT



1335/NRO/2018/Chetpet dated 29.02.2020 within town limits and the industry note dated 10.05.2019 issued by the Ministry of Petroleum and Natural Gas.

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2. It is the case of the petitioner that the first respondent issued an advertisement on 25.11.2018 inviting the applications for award of a Motor Spirit & High Speed Diesel Retail Outlet dealership. The petitioner along with the second respondent, applied jointly as partners. The application was accepted and LOI Number was issued in favour of the partnership. As directed, the petitioner along remitted the entire non-refundable bid amount of Rs.51,00,000/- and provided his own land measuring 8400/- sq. ft. valued at approximately Rs.1.64 crores on lease for 29 years to BPCL. The petitioner has also spent more than Rs.80,00,000/- for developing and commissioning the retail outlet as per BPCL standards. At the state of LOI itself, the second respondent expressed her inability to invest or provide land and thereafter, submitted an affidavit dated 31.03.2022 expressing her intention to retire from the partnership. The petitioner as permitted under clause 7 of the LOI and as per the reconstitution policy, requested BPCL to substitute his spouse, Mrs.Sneha, in place of the retiring partner. BPCL acknowledged the request but thereafter, failed to taken any decision and kept insisting on additional resignation documentation, though the second respondent did not cooperate and absented herself from hearing despite notice. The petitioner approached



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this Court and filed a writ petition IN WP.No.32283 of 2023. Wherein this Court vide order dated 12.10.2023 BPCL was directed to consider the representation dated 06.10.2022, after hearing both sides. Despite the second respondents non appearance and the existence of her retirement affidavit, BPCL has not passed any final order and is threatening to take over the retail outlet under holiday scheme causing grave prejudice to the petitioner who has complied with every requirement. The petitioner relies on the Industry Note dated 10.05.2019 issued by the Ministry of Petroleum and Natural Gas which clearly provides that resignation/reconstitution at the LOI stage must be permitted and remaining partners should not be deprived of the dealership when substantial investment has already been made. Hence, the petitioner filed the present writ petition seeking a direction to the first respondent to approve the reconstitution of the dealership granted under the Letter of Intent (LOI) dated 29.02.2020 and to permit the petitioner to commence operations of the MS/HSD Retail Outler at Chetpet, Tiruvannamalai.

3. The learned counsel for the petitioner submitted that before this Court, the second respondent has filed affidavit stating that she has no objection for substituting the petitioner's wife as a partner or authorized person as a proprietor



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4. Learned Counsel appearing on behalf of the second respondent has not raised any objection in this regard.

5. In response, the learned counsel for the first respondent submitted that if the petitioner and the second respondent has to appear before the first respondent, appropriate orders will be passed.

6. Heard the learned counsel on either side and perused the materials available on record.

7. It is the grievance of the petitioner is that as permitted under Clause 7 of the LOI and as per the reconstitution policy, the petitioner has requested the first respondent to substitute his spouse Sneha in place of the retiring partner. However, the second respondent has submitted an affidavit before the first respondent that she has no objection to substitute the petitioner's wife as partner or proprietorship. Based on the affidavit filed by the second respondent, the first respondent shall confer the proprietorship to the petitioner's wife or to substitute her as partner for dealership. The said exercise shall be completed within a period of four weeks from the date of receipt of a copy of this order.

8. With the above direction and observation, the writ petition is allowed.

No order as to costs.



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To

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**M. DHANDAPANI .J.**

**rli**

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