



HINDUSTAN PETROLEUM CORPORATION LIMITED

REGISTERED OFFICE : 17, JAMSHEDJI TATA ROAD, MUMBAI - 400 020

Website : www.hindustanpetroleum.com E-mail : corphqo@hpcl.co.in Tel : 022-22863900 Fax : 022-22872992

CIN : L23201MH1952GOI008858

ADMISSION SLIP

NO. OF SHARES HELD AS ON 31/07/2016 :

I hereby record my presence at the **64th ANNUAL GENERAL MEETING** of the Corporation on September 08, 2016 at 11.00 a.m. at Y.B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannathrao Bhosale Marg, Mumbai – 400 021.

Signature of the Attending Member / Proxy

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User ID	*PAN/Sequence No.
160810007		

* Members who have not updated their PAN with the Company/ Depository Participant to use Sequence number in the PAN field.

Note: Please read the instructions attached herewith.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



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Name(s) of the Member (s) :
Registered Address :
E-mail ID :
Folio No./ DP ID & Client ID :
No. of Shares held as on 31/07/2016 :

I/We, being the member(s) of Hindustan Petroleum Corporation Limited, hereby appoint :

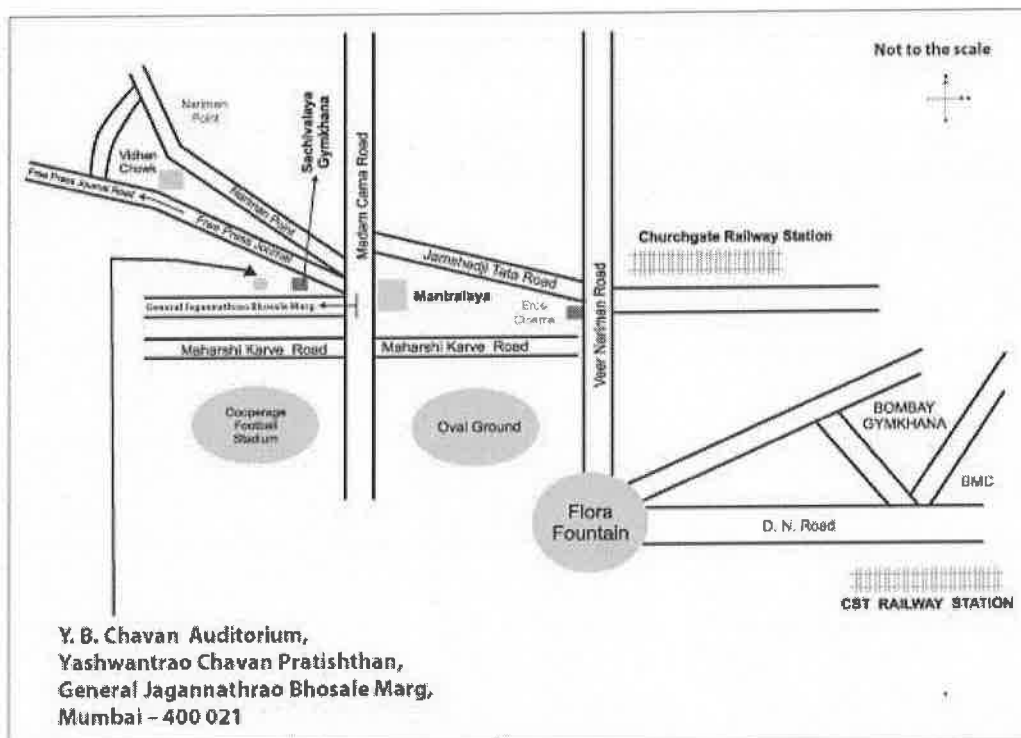
Name	Address	E-mail ID	
1) _____	_____	_____	or failing him
2) _____	_____	_____	or failing him
3) _____	_____	_____	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **64th Annual General Meeting** of the Corporation, to be held on September 08, 2016 at 11.00 a.m. at Mumbai and at any adjournment thereof in respect of such resolutions are indicated on the reverse:

NOTES:

- Shareholders/Proxy holders wishing to attend the meeting must bring the Admission Slip, duly signed to the meeting and hand over the same at the entrance. Duplicate admission slip will not be issued at the venue of the meeting and will be only issued by Registrars M/s. Link Intime India Pvt.Ltd. from their office at Bhandup (W), Mumbai upto a day preceding the day of the meeting.
- Shareholders/ Proxy holders should bring their copy of the Annual Report for reference at the meeting.

**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING
ON THURSDAY, SEPTEMBER 08, 2016 AT 11.00 A.M.**



Item No.	Resolutions
ORDINARY BUSINESS:	
1.	To receive, consider and adopt the Audited Financial Statement of the Corporation for the Financial Year ended March 31, 2016 and Reports of the Board of Directors and Auditors thereon.
2.	To confirm interim Equity dividends declared for Financial Year 2015-16 and to approve Final Equity Dividend for the Financial Year 2015-16.
3.	To appoint a Director in place of Shri Pushp Kumar Joshi (DIN05323634), who retires by rotation and being eligible, offers himself for reappointment.
4.	To appoint a Director in place of Shri Y.K. Gawali (DIN05294482), who retires by rotation and being eligible, offers himself for reappointment.
5.	To consider an increase in the Remuneration payable to Statutory Auditors for Financial Year 2015-16 from Rs.30 lakhs to Rs.41 lakhs.
SPECIAL BUSINESS:	
6.	Appointment of Shri J. Ramaswamy (DIN06627920) as Director of the Corporation.
7.	Appointment of Shri Ram Niwas Jain (DIN00671720) as Independent Director of the Corporation.
8.	Appointment of Ms. Urvashi Sadhwani (DIN03487195) as Director of the Corporation.
9.	Appointment of Shri Mukesh Kumar Surana (DIN07464675) as Chairman & Managing Director of the Corporation.
10.	Payment of Remuneration to Cost Auditors for Financial Year 2016-17.
11.	Approval for Material Related Party Transactions.
12.	Approval to amend the Articles of Association of the Company for increase in the number of Directors.
13.	To increase Authorized Capital of the Company and amend the Capital Clause in the Memorandum of Association & Article of Association of the Company.
14.	To capitalize Reserves of the Company and to issue Bonus Shares.

Affix Revenue
Stamp of Re.1/-

Signed this _____ day of _____ 2016

Signature of Shareholder(s)

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- This form of proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Corporation's Registered Office, not less than 48 hours before the commencement of the meeting.
- A proxy need not be a member of the Company.
- If the 'For or Against' Column is left blank against any or all the resolutions above, Proxy will be entitled to vote on Poll in the manner as he/she thinks appropriate.
- For details with reference to appointment of Proxy, kindly refer Notes to Notice of AGM.

E- VOTING INSTRUCTIONS

- (i) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Amendment Rules, 2015 made thereunder, the Shareholders are provided with the facility to cast their vote electronically, through the remote e-Voting platform provided by CDSL on all the resolutions set forth in this notice. The e-Voting shall commence on September 02, 2016 at 04.00 p.m. (IST) and shall end on September 07, 2016 at 05.00 p.m. (IST). The e-Voting module shall be disabled by M/s. CDSL for e-Voting thereafter. During this period, all the Shareholders of the Company holding shares either in Physical Form or in dematerialized form as on September 01, 2016 may cast their vote electronically.

The results of AGM declared along with Scrutinizer Report shall be placed on the Company's website www.hindustanpetroleum.com & also on the website of the CDSL within three days of conclusion of the Meeting and be also communicated to NSE and BSE where the shares of the company are listed.

- (ii) The shareholders should log on to the e-Voting website www.evotingindia.com
 (iii) Click on Shareholders
 (iv) Now Enter your User ID
 a) For CDSL: 16 digits beneficiary ID
 b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 (v) Next enter the Image Verification as displayed and Click on Login.
 (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Note: Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence Number which is printed on Attendance Slip indicated in the PAN field.	PAN
Enter the Date of Birth (in dd/mm/yyyy format) OR Dividend Bank Details as recorded in your demat account or in the company records in order to login. Note: If both the details are not recorded with the depository or company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).	Date of Birth or Dividend Bank Details

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
 (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 (x) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
 (xi) Click on the EVSN for **Hindustan Petroleum Corporation Limited** on which you choose to vote.
 (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form duly completed bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or Call on toll free no. : 18002005533.

For other details, kindly refer notes to Notice of Annual General Meeting.