



HINDUSTAN PETROLEUM CORPORATION LIMITED
Regd. Office: Petroleum House, 17, Jamshedji Tata Road, Mumbai - 400 020.
Tel.: +91 - 22 - 22863900 Fax: + 91 - 22 - 22872992
Website : www.hindustanpetroleum.com
CIN: L23201MH1952GOI008858

NOTICE OF POSTAL BALLOT

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

TO THE MEMBERS OF THE COMPANY,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") including any statutory modification or re-enactment thereof, for the time being in force, the resolutions appended below is proposed to be passed way of Postal Ballot / e-Voting.

The proposed Special Resolution and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said resolution, setting out all material facts and the reasons thereto is given below the notice for your consideration.

The Company has appointed Shri Upendra Shukla, Practising Company Secretary, as Scrutinizer for conducting this Postal Ballot Voting process including e-Voting, in a fair and transparent manner, as below:-

a) Voting thru' e-Voting:

In Compliance of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Section 110 of Companies Act, 2013 read with the Rules, the Company is pleased to provide Electronic Voting ("e-Voting") facility to all its members, to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form, by post. The Company has engaged the services of M/s. Central Depository Services (India) Limited ("CDSL") to provide e-Voting facility to its Members. It may be noted that e-Voting is optional. In case a Member has voted through e-Voting as well as sends his/her vote through physical vote, the vote cast through e-Voting shall only be considered and the Voting through Physical Postal Ballot form shall not be considered by the Scrutinizer

The e-Voting facility is available at the link of M/s. CDSL at www.evotingindia.com from 9.00 a.m. on December 08, 2016. Please refer the instructions for e-Voting for the process and the manner in which e-Voting is to be carried out. E-Voting link shall be open till 5.00 p.m. upto January 06, 2017 and will be disabled thereafter by CDSL.

b) Voting thru' Postal Ballot

The Postal Ballot Form for voting by you as a member of the company is enclosed.

Please read carefully the instructions printed in the Postal Ballot and return the Ballot Form duly completed and signed in the attached self-addressed Pre-paid "Business Reply Envelope", so as to reach the Scrutinizer till 5.00 p.m. upto January 06, 2017. Please note that any postal ballot form(s) received after the said time & date will be strictly treated as if no reply has been received from the Member.

The Scrutinizer shall, after completion of the scrutiny of the Postal Ballots (including e-Voting), submit his report to the Chairman or Director of the Corporation. The Chairman or such Director of the Corporation duly authorised by him shall announce the results on Monday, January 16, 2017 at 4.00p.m at the Registered Office of the Corporation at Petroleum House, 17, Jamshedji Tata Road, Churchgate, Mumbai - 400 020. The said results would also be displayed at the Notice Board of the Registered Office of the Corporation and shall be intimated to the Stock Exchanges where the shares of the Corporation are listed. It shall also be published in the newspapers and displayed on the Investors Section of website of the Corporation www.hindustanpetroleum.com

**By Order of the Board,
For Hindustan Petroleum Corporation Limited,**

**Shrikant M. Bhosekar
Company Secretary**

Date: 02.12.2016

Place: Mumbai

Item No. 1: Approval for issue of Non-Convertible Bonds/Debentures

SPECIAL RESOLUTION:

To consider and if thought fit to pass, the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), as well as rules prescribed thereunder, the SEBI (Issue and Listing of Debt Securities), Regulations, 2008 including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, and in accordance with the provisions contained in the Memorandum & Articles of Association of the Company, and subject to the receipt of necessary approvals as may be applicable and such other

permissions and sanctions, as may be necessary, the consent of the members of the Company be and is hereby accorded to issue Secured/Unsecured redeemable Non-Convertible Bonds / Debentures ("Bonds"), of such face value in both domestic as well as overseas market, in one or more series / tranches aggregating upto an amount not exceeding Rs.6000 Crore (Rupees Six Thousand Crore) within the overall borrowing limits approved by the Members, on private placement basis, during a period of one year from the date of approval by Members.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee of the Board or officers authorised by them in this regard be and are hereby authorised to do, from time to time, all such acts, deeds and things as may be deemed necessary pre and the post issue, in respect of issue of Debentures/ Bonds, including but not limited to number of issue/tranches, face value, issue price, issue size, timing, amount, tenor, method of issuance, security/charge creation, coupon / interest rate(s), yield, listing, allotment and other terms and conditions of issue of Bonds as proper and most beneficial to the Company, including as to when the said Bonds be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, as they may, in their absolute discretion, deemed necessary for this purpose as the case may be.

**By Order of the Board,
For Hindustan Petroleum Corporation Limited,**

**Shrikant M. Bhosekar
Company Secretary**

Date: 02.12.2016
Place: Registered Office
Petroleum House,
17, J.T. Road, Mumbai - 400 020.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) AND SECTION 110 & RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES 2014.

Item No. 1: Approval for issue of Non-Convertible Bonds/Debentures

As per provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for "non-convertible debentures", it shall be sufficient if the Company passes a previous Special Resolution only once a year for all the offers or invitations for such debentures during the year.

Hindustan Petroleum Corporation Limited has been raising money by issue of Bonds in the nature of Debentures from domestic market from time to time to meet its long term borrowing requirements. In order to augment long term resources for financing, the ongoing capital expenditure and also for general corporate purpose, Non-Convertible Bonds / Debentures issued in domestic as well as overseas market would constitute a significant source of long term borrowings for the Company

In view of the above and to meet the requirements of Section 42 of the Companies Act, 2013 read with applicable Rules, approval of the Members of the Company by way of Special Resolution is sought for Private Placement of Unsecured/ Secured Redeemable Non-Convertible Bonds / Debentures ("Bonds") up to Rs. 6,000 Crore (from domestic as well as overseas market) in aggregate during the period of one year from the date of passing the Special Resolution by the Members, within the overall borrowing limits of the Company, as already approved by the Members. As per the approval accorded by members by passing of Special Resolution through the process of Postal Ballot, the Corporation is authorised to borrow upto Rs.30,000 (Rupees Thirty Thousand Crores Only) over and above its paid up share capital and reserves. The proposed issue is well within the overall borrowing limit.

Further, to implement the said Resolution, the Board of Directors of the Company (the "Board") / Committee of the Board or other Officials as may be approved by the Board, be authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of Bonds, including but not limited to number of issues / tranches, face value, issue price, issue size, timing, amount, tenor, method of issuance, security/charge creation, coupon / interest rate(s), yield, listing, allotment and other terms and conditions of issue of Bonds etc. as they may, in their absolute discretion, as may be, deemed necessary.

The Board in its Meeting held on 15th November, 2016 approved the above proposal for placing before the shareholders. The Board accordingly recommends the passing of the proposed Special Resolution by Members of the Company as placed above through the process of Postal Ballot/e-Voting.

Relevant document(s) referred in respect of the said item is/are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. upto January 06, 2017.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or otherwise interested in passing the said Special Resolution.

**By Order of the Board,
For Hindustan Petroleum Corporation Limited,**

**Shrikant M. Bhosekar
Company Secretary**

Date :02.12.2016
Place :Registered Office
Petroleum House, 17, Jamshedji Tata Road, Mumbai - 400 020.
Tel.: +91 - 22 - 22863900 Fax: + 91 - 22 - 22872992
Website : www.hindustanpetroleum.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 to the proposed Special Resolution setting out the material facts and the reasons for the same is given below the Notice.
2. The Notice of Postal Ballot is being sent by post or electronically by e-mail to members who have registered their e-mail IDs either with their respective depositories or with the company and whose names appear in the Register of Members / Records of Depositories as on December 02, 2016. The Voting Period begins on December 08, 2016 at 9.00 a.m. and ends on January 06, 2017 at 5.00 p.m. During this period, Members of the Company, holding shares either in Physical Form or in dematerialized form, as on the record date of December 02, 2016 may cast their vote electronically or send their Ballot Form.
3. Voting rights are reckoned in proportion to the paid up equity shares registered in the name of the Members / Beneficial Owners as on December 02, 2016.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution whether on a show of hands, or electronically or on a poll, as the case may be, by members who, being entitled so to do, vote in person or by proxy or by postal ballot, are required to be not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting.
5. You are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed, in the attached self - addressed Pre-Paid Business Reply Envelope so as to reach the Scrutinizer till 5.00 p.m. upto January 06, 2017.
6. The Company has appointed Shri Upendra Shukla, a Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner. The Scrutinizer address is as below: -

Shri Upendra Shukla,
Practising Company Secretary,
Scrutinizer,
C/o. M/s. Link Intime India Pvt.Ltd.
Unit: Hindustan Petroleum Corporation Limited,
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup West,
Mumbai - 400 078

7. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or any Director of the Corporation. The Chairman or such Director of the Corporation duly authorised by him, shall announce the results on Monday, January 16, 2017 at 4.00p.m at the Registered Office of the Corporation at Petroleum House, 17, Jamshedji Tata Road, Churchgate, Mumbai - 400 020. The result shall be communicated to the Stock Exchanges where shares of the Company are listed and intimated through a Press Release in newspapers. The results would be displayed on the Company's Notice Board at the Registered Office of the Company and will also be put on the Company's website www.hindustanpetroleum.com. The resolution, if approved, will be taken as passed effectively on the date of declaration of results.
8. Corporation also offers e-voting facility. Please see the instruction below for details:

In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 & Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company offers e-voting facility to all the shareholders. For this purpose, the Company has signed an agreement with Central Depository Services (India) Limited ("CDSL" for facilitating e-Voting and is pleased to offer e-Voting facility as an alternate, for its Shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is Optional.

9. Shareholders to whom documents have been sent physically have the option to vote either thru e-Voting or through Postal Ballot Form. In case shareholder who have received Notice of Postal Ballot through e-mail but who wish to vote through Ballot Form can download the Ballot form from the investors section of our website www.hindustanpetroleum.com or seek duplicate form Shri B.B. Shirodkar, Sr. Manager - Shares, Hindustan Petroleum Corporation Limited, Shares Department, Petroleum House, 2nd Floor, Churchgate, Mumbai - 400 020 and send the same to Scrutinizer by Post at the address given in Sr.No. 6 till 5.00 p.m. upto January 06, 2017.
10. The instructions for voting electronically are under: -
In case of shareholders' receiving e-mail from CDSL:
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders.
 - (iii) 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.
 - (iv) Next enter the Image Verification as displayed and Click on Login.

- (v) 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.
- (vi) 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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant < Company Name > on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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.
- (xviii) 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.

In case of shareholders' receiving Postal Ballot Form by Post.

Initial password is provided at the bottom of the Postal Ballot Form. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

11. The voting period ends on January 06, 2017, at 5.00 p.m. The e-Voting module will be disabled by CDSL for voting thereafter.

In case of any queries, you may please refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the "downloads" section of www.evoting.india.com