



# हिन्दुस्तान पेट्रोलियम कॉर्पोरेशन लिमिटेड

(भारत सरकार उपक्रम) रजिस्टर्ड ऑफिस : 17, जमशेदजी टाटा रोड, मुंबई - 400 020.

## HINDUSTAN PETROLEUM CORPORATION LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE) REGISTERED OFFICE : 17, JAMSHEDJI TATA ROAD, MUMBAI - 400 020.

17, जमशेदजी टाटा रोड, पोस्ट बॉक्स नं. - 11041, मुंबई - 400 020. दूरभाष - 2286 3900 • फॅक्स - 2287 2992 • ई-मेल : corphqo@hpcl.co.in  
17, Jamshedji Tata Road, P. O. Box No. - 11041, Mumbai - 400 020. Tel. : 2286 3900 • Fax : 2287 2992 • e-mail : corphqo@hpcl.co.in  
CIN No.: L23201MH1952GOI008858

Ref.: Co.Secy./VM/210/2017

July 04, 2017

Director – Investor Services & Listing,  
The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001      **Script Code: 500104**

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G-Block,  
Bandra-Kurla Complex,  
Bandra East,  
Mumbai – 400 051      **Script Name : HINDPETRO**

**Sub: Results of Postal Ballot.**

Dear Sirs,

We write with reference to our letter Ref.Co.Secy/VM/178/2017 dtd. July 01, 2017

Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rules made thereunder and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Hindustan Petroleum Corporation Limited had conducted the process of Postal Ballot (including e-Voting) for seeking the consent of shareholders for the following Resolutions as Ordinary Resolution.

### **Ordinary Resolution to Capitalize Reserves of the Company and to issue Bonus Shares:**

Resolved that pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, approval of the Company be and is hereby accorded for Capitalization of Rs.507,94,08,750 (Rupees Five Hundred Seven Crore Ninety Four Lakhs Eight Thousand Seven Hundred Fifty Only) standing to the credit of the Security Premium/Free Reserves and issue of Bonus Shares of Rs.10/- each, credited as Fully Paid-up Equity Shares to the holders of existing equity share(s) of the company, whose name appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on such Record Date which has been field by the Board as July 12, 2017, in the proportion of 1 (one) Bonus Equity Share of Rs.10/- each for every 2 (Two) existing equity share(s) of Rs.10/- each held by the Members/Beneficial Owners and that the Bonus Shares so distributed shall, for all purpose, rank pari passu with the existing Equity Shares except that these Bonus Shares shall not be eligible for the Final Equity Dividend for the year ended March 31, 2017, and shall be treated as increase in the paid up share capital of the Company held by each member.

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Resolved further that the issue and allotment of the said bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin / Overseas Corporate Bodies and other foreign investors of the company, will be subject to the approval of the Reserve Bank of India (RBI) and other regulatory authority, as may be required.

The Company had appointed Shri Upendra Shukla, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner. Shri Upendra Shukla has submitted his report and the result was declared on Tuesday i.e. on July 04, 2017 at 4.00 p.m. at the Registered Office of the Company. The result of the voting by Postal Ballot (including e-Voting) along with Report of Scrutinizer is attached herewith.

Please note that the Ordinary Resolution has been passed by the Shareholders with requisite majority.

The above is submitted for the information and records.

Thanking you,

Very truly yours,



**V. Murali**  
**Dy. Company Secretary**

Encl: a/a

**DETAILS OF VOTING RESULTS OF POSTAL BALLOT SUBMITTED IN COMPLIANCE OF CLAUSE 44(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

Date of Declaration of Results : July 04,2017

Total Number of Shareholders on record Date: 1,55,244

Details of the Agenda: To Capitalize Reserves of the Company and to issue Bonus Shares

Resolution Required : Ordinary

Whether promoter / promoter group are interested in the agenda / resolution? : No

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=((2)/(1))*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=((4)/(2))*100	% of Votes against on votes polled. (7)=((5)/(2))*100
Promoter and Promoter Group	Postal Ballot	51,92,30,250	51,92,30,250	100.00	51,92,30,250	0	100.00	0.00
	E-Voting		0	0	0	0	0	
	Postal Ballot Physical							
	Total		51,92,30,250	51,92,30,250	100.00	51,92,30,250	0	100.00
Public – Institutions	Postal Ballot	36,46,79,810	27,05,17,719	74.18	27,05,17,719	0	100.00	0
	E-Voting		0	0	0	0	0	
	Postal Ballot Physical							
	Total		36,46,79,810	27,05,17,719	74.18	27,05,17,719	0	100.00
Public – Non-Institutions	Postal Ballot	13,19,71,690	83,22,204	6.31	82,49,351	72,853	99.12	0.88
	E-Voting							
	Postal Ballot Physical		84,37,058	6.39	84,36,938	120	99.99	Negligible
	Total		13,19,71,690	1,67,59,262	12.70	1,66,86,289	72,973	99.56
Total		101,58,81,750	80,65,07,231	79.39	80,64,34,258	72,973	99.99	0.01

**UPENDRA SHUKLA**

B. Com., F.C.S.  
Company Secretary

504, Navkar, 5th Floor,  
Nandapatkar Road,  
Vile-Parle (East),  
Mumbai - 400 057.  
Tel. (Office) : 2444 9012 - 14  
(Resi.) : 2611 8257

To: Dy. Co. Sec. (VM)

The postal ballot  
results be announced  
to the Stock Exchanges 3<sup>rd</sup> July, 2017

The Chairman & Managing Director,  
Hindustan Petroleum Corporation Ltd.  
Petroleum House,  
17, Jamshedji Tata Road,  
Mumbai 400 020.

Dear Sir,

Recd.  
WS  
July 4<sup>th</sup>, 2017.

WS 4/7  
Copy: CMD

**Sub: Report on Voting for passing of an Ordinary Resolution by Postal Ballot**

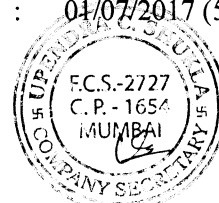
I am appointed as a Scrutinizer by Hindustan Petroleum Corporation Ltd. (HPCL) for conducting the process of postal ballot in a fair and transparent manner for passing an Ordinary Resolution as per **Annexure-1** to this report as contemplated under Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the 'Rules').

HPCL dispatched Ballot papers along with notice pursuant to Section 110 of the Act along with draft of Resolution and explanatory statement as required under Section 102 of the Act to those members/beneficial owners of the Company, whose names appeared in the Register of Members / records of Depositories Central Depository Services (India) Limited (CDSL)/National Securities Depository Limited (NSDL) as on 26<sup>th</sup> May, 2017.

HPCL has appointed CDSL to conduct e-voting by the shareholders through their online e-voting system. Postal Ballot papers were also emailed to those Shareholders holding valid email-IDs. The mails were Password Protected as per STQC norms. Other than this, in respect of Shareholders, who have not provided their email-IDs and also Shareholders holding shares in physical form, passwords were sent physically by Registrar and Transfer Agents (RTA) of HPCL for facilitating e-voting. The procedure for e-voting was fully covered in the communication to Shareholders.

Accordingly, I had undertaken the assignment of scrutinizing the entire records and now, I hereby report as under:

- |    |  |                          |
|----|--|--------------------------|
| 1) | (a) Number of ballot paper posted on 01/06/2017 (physical)   | : 42,905                 |
|    | (b) Number of ballot papers e-mailed on 31/05/2017   | : 1,12,339               |
|    | (c) Number of ballot papers returned undelivered by Post   | : 3,245                  |
|    | (d) Number of e-mails bounced/undelivered as per CDSL email<br>(E-mails were re-sent and also physical postal ballot papers were sent by post) | : 9,097                  |
| 2) | Date of commencement of voting cycle   | : 02/06/2017 (9:00 a.m.) |
| 3) | Last date fixed for receiving ballot papers, duly completed  | : 01/07/2017 (5:00 p.m.) |
| 4) | Last date fixed for voting through e-voting  | : 01/07/2017 (5:00 p.m.) |



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UPENDRA SHUKLA

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5)	(a) Number of response received (Physical)	:	2,090
	(b) Number of response received (e-voting)	:	1,178
	<b>Total</b>	:	<b>3,268</b>
6)	(a) Number of valid ballot papers received (Physical)	:	1,908
7)	(a) Number of invalid ballot papers received (physical)	:	182
	(b) Number of invalid e-voting	:	Nil
8)	<b>Resolution 1 (Ordinary Resolution):</b>		
	(a) Number of votes cast "For the Resolution (physical)"	:	84,36,938 (1,905 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	79,79,97,320 (1163 cases)
	<b>Total Number of votes cast for the Resolution</b>	:	<b>80,64,34,258 (99.99%)</b>
	(a) Number of votes cast "Against the Resolution (physical)"	:	120 (3 Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	72,853 (15 Cases)
	<b>Total Number of votes cast against the Resolution</b>	:	<b>72,973 (0.01%)</b>
9)	Number of invalid votes	:	2,24,401 (182 Ballots)

Ballot forms received after the prescribed last date were not considered.

A summarized statement showing the details of votes cast is annexed as **Annexure-2** and forms part of this report.

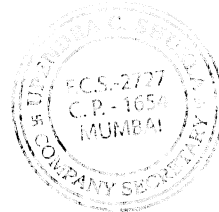
Basis of acceptance and also the basis of rejection of votes are provided in **Annexure-3** of this report.

**Conclusion –**


**For Ordinary Resolution: Capitalization of Reserves of the Company and issue of Bonus Shares.**

"Since the number of votes cast by the Members in favour of the Resolution is more than the number of votes cast against the Resolution, the proposed Ordinary Resolution as per **Annexure - 1** may be declared as passed."

Thanking you,



Yours faithfully,

  
(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654

Place: Mumbai  
Encl: as above.

**1. Ordinary Resolution for Capitalization of Reserves of the Company and issue of Bonus Shares:**

“RESOLVED THAT pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, approval of the Company be and is hereby accorded for capitalization of Rs.507,94,08,750/- (Rupees Five Hundred and Seven Crores Ninety Four Lakhs Eight Thousand Seven Hundred Fifty only) standing to the credit of the Security Premium/Free Reserves and issue of Bonus Shares of Rs.10/- each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company, whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on such Record Date which has been fixed by the Board as July 12, 2017, in the proportion of 1 (One) Bonus equity share of Rs.10/- each for every 2 (Two) equity share(s) of Rs. 10/- each held by the Members/Beneficial Owners and that the Bonus Shares so distributed shall, for all purpose, rank pari passu with the existing Equity Shares except that these Bonus Shares shall not be eligible for the Final Equity Dividend for the year ended March 31, 2017, and shall be treated as increase in the paid up share capital of the Company held by each member.”

“RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin / Overseas Bodies Corporate and other foreign investors of the Company, will be subject to the approval of the Reserve Bank of India (RBI) and any other regulatory authority, as may be required.”



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UPENDRA SHUKLA

Annexure 2

Details of Voting in terms of SEBI Circulars

HINDUSTAN PETROLEUM CORPORATION LTD							
POSTAL BALLOT							
SUMMARY REPORT OF VOTES CAST ON ORDINARY RESOLUTION							
Sr. No.	Particulars	Total Forms/Cases	% of Total	Shares Held	% of Shares held	Shares Voted	% of Voted
1	Assent (Physical)	1,905	61.73	84,44,873	1.04	84,36,938	1.04
	Assent (E-voting)	1,163	37.68	80,19,68,358	98.95	79,79,97,320	98.95
<b>1</b>	<b>SUB TOTAL</b>	<b>3,068</b>	<b>99.42</b>	<b>81,04,13,231</b>	<b>99.99</b>	<b>80,64,34,258</b>	<b>99.99</b>
2	Dissent (Physical)	3	0.10	120	Negligible	120	Negligible
	Dissent (E-voting)	15	0.48	72,853	0.01	72,853	0.01
<b>2</b>	<b>SUB TOTAL</b>	<b>18</b>	<b>0.58</b>	<b>72,973</b>	<b>0.01</b>	<b>72,973</b>	<b>0.01</b>
	<b>TOTAL</b>	<b>3,086</b>	<b>100.00</b>	<b>81,04,86,204</b>	<b>100.00</b>	<b>80,65,07,231</b>	<b>100.00</b>
<b>3</b>	Invalid	182	N.A.	2,24,401	N.A.	2,24,401	N.A.



Handwritten signature or initials.

**Hindustan Petroleum Corporation Ltd - Postal Ballot**


**BASIS OF ACCEPTANCE**

1. Where a Postal Ballot form is complete in all respects and its particulars tally with the Register of Members as on 26/05/2017, which was the basis for dispatch of notice and postal ballot form.
2. Where the assent or dissent has been given clearly by any other mark like 'Yes' 'Y' or 'No' 'N' etc., the postal ballot form has been considered.
3. Where a joint shareholder has signed the postal ballot form instead of the first named shareholder, the vote cast by the joint named shareholders is considered.
4. Where a shareholder has voted for less number of shares than his actual shareholding, the number of shares (votes) indicated/cast were only considered.

**BASIS OF REJECTION**

1. Where a ballot form is not signed.
2. Specimen signature of the shareholder differs materially with that of the signature in the ballot form.
3. Where a shareholder has not put any tick mark on either assent or dissent.
4. Where a shareholder has put tick mark on both columns showing "assent" and "dissent".
5. In case where a postal ballot form has been signed by the authorized signatory/power of attorney holder and certified true copy of Board Resolution/power of attorney/letter of authority is not received/not on record.
6. Where a postal ballot form received in a torn or mutilated form where it is difficult to state whether it is showing "Assent" or "Dissent".
7. Where the thumb impression has been put in postal ballot form, which is not duly attested by the prescribed authority.
8. Where the shareholder has casted vote through e-voting as also through the ballot paper, vote casted through ballot paper was rejected.



  
(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654