



# 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/13/2017

January 16, 2017

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

Script Code : 500104

Sub.: Results of Postal Ballot

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

Dear Sir,

Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rules made thereunder and the relevant provision of the SEBI (Listing Obligations & 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 Special Resolution:

### Special Resolution for approval of issue of Non-Convertible Bonds/Debentures:

"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.6,000 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 authorized by the them in this regard be and are hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary pre and 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".

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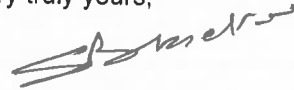
The Company had appointed Shri Upendra Shukla, Practising Company Secretary as "Scrutinizer" for conducting the Postal Ballot Process in a fair and transparent manner. Shri Upendra Shukla has submitted his report and the result was declared on Monday i.e on 16.01.2017 at 4.00 p.m. at the Registered Office of the Company. The result of the voting by Postal Ballot (including e-Voting) is attached as Annexure I.

Please note that the Special Resolution has been passed by the shareholders with requisite majority.

The above is submitted for the information and records.

Thanking you,

Very truly yours,



**Shrikant M. Bhosekar**  
Company Secretary

Encl: a/a

## Hindustan Petroleum Corporation Limited

### SUBMISSION OF DETAILS OF POSTAL BALLOT RESULTS IN COMPLIANCE OF CLAUSE 44 (3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of Declaration of Results		January 16, 2017						
Total Number of Shareholders on record Date		135878						
Details of Agenda		Approval for issue of Non-Convertible Bonds / Debentures						
Resolution Required		Special						
Whether promoter / promoter group are interested in the agenda / resolution?							No	
Category	Mode of Voting	Total No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		519230250	100.0000	519230250	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	519230250	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>519230250</b>	<b>0.0000</b>	<b>519230250</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting		261735421	74.6893	257253848	4481573	98.2877	1.7123
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	350432314	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>261735421</b>	<b>74.6893</b>	<b>257253848</b>	<b>4481573</b>	<b>98.2877</b>	<b>1.7123</b>
Public - Non Institutions	E-Voting		10605337	7.2530	10572074	33263	99.6864	0.3136
	Poll		9227341	6.3106	9218886	8455	99.9084	0.0916
	Postal Ballot	146219186	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>19832678</b>	<b>13.5637</b>	<b>19790960</b>	<b>41718</b>	<b>99.7897</b>	<b>0.2104</b>
<b>Total</b>		<b>1015881750</b>	<b>800798349</b>	<b>78.8279</b>	<b>796275058</b>	<b>4523291</b>	<b>99.4352</b>	<b>0.5648</b>

# UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,  
Nandapatkar Road,  
Vile Parle East, Mumbai - 400 057.  
Resi : 2611 8257  
Mob.: 98211 25846  
E-mail : ucshukla@rediffmail.com

13<sup>th</sup> January, 2017

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

Received  
Lant  
16/01/2017  
COY SEC - 6  
COY SEC TO CAPTURE  
Stock Exchange.  
By  
16/1/17  
(4:00 PM)

Dear Sir,

**Sub: Report on passing of Special Resolution by Postal Ballot**

I am appointed as Scrutinizer by Hindustan Petroleum Corporation Ltd. (HPCL) for conducting the process of postal ballot in a fair and transparent manner for passing a Special 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 & 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 of the Company, whose names appeared in the Register of Members / records of Depositories CDSL/NSDL as on 02<sup>nd</sup> December, 2016.

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 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 06/12/2016 and 07/12/2016 (physical)   | : | 53,775                 |
| (b) Number of ballot papers e-mailed on 07/12/2016   | : | 90,510                 |
| (c) Number of ballot papers returned undelivered by Post   | : | 3,103                  |
| (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) | : | 8,407                  |
| 2) Date of commencement of voting cycle  | : | 08/12/2016 (9:00 a.m.) |
| 3) Last date fixed for receiving ballot papers, duly completed   | : | 06/01/2017 (5:00 p.m.) |
| 4) Last date fixed for voting through e-voting   | : | 06/01/2017 (5:00 p.m.) |



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5)	(a) Number of response received (Physical)	:	1,333
	(b) Number of response received (e-voting)	:	848
	<b>Total</b>	:	<b>2,181</b>
6)	(a) Number of valid ballot papers received (Physical)	:	1,237
7)	(a) Number of invalid ballot papers received (physical)	:	96
	(b) Number of invalid e-voting	:	Nil
8)	<b>Resolution 1 (Special Resolution):</b>		
	(a) Number of votes cast "For the Resolution (physical)"	:	92,18,886 (1,205 Ballots) ✓
	(b) Number of votes cast "For the Resolution (e-voting)"	:	78,70,56,172 (806 cases) ✓
	<b>Total Number of votes cast for the Resolution</b>	:	<b>79,62,75,058 (99.44%)</b> ✓
	(a) Number of votes cast "Against the Resolution (physical)"	:	8,455 (32 Ballots) ✓
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	45,14,836 (42 Cases) ✓
	<b>Total Number of votes cast against the Resolution</b>	:	<b>45,23,291 (0.56%)</b> ✓
9)	Number of invalid votes	:	43,602 (96 Ballot) ✓

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 Resolution (Special Resolution): Approval of Issue of Non-convertible Bonds/Debentures.

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

Thanking you,



Yours faithfully,

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

Encl: as above.



**1. Special Resolution for approval of issue of Non-Convertible Bonds/Debentures:**

“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.6,000 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 authorized by them in this regard be and are hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary pre and 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.”



Handwritten signature in blue ink.

## Details of Voting in terms of SEBI Circulars

HINDUSTAN PETROLEUM CORPORATION LTD							
POSTAL BALLOT							
SUMMARY REPORT OF VOTES CAST ON SPECIAL RESOLUTION							
Sr. No.	Particulars	Total Forms/Cases	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	1,205	57.79	92,22,916	1.15	92,18,886	1.15
	Assent (E-voting)	806	38.66	78,93,85,452	98.25	78,70,56,172	98.29
<b>1</b>	<b>SUB TOTAL</b>	<b>2,011</b>	<b>96.45</b>	<b>79,86,08,368</b>	<b>99.40</b>	<b>79,62,75,058</b>	<b>99.44</b>
2	Dissent (Physical)	32	1.54	8,455	Negligible	8,455	Negligible
	Dissent (E-voting)	42	2.01	47,90,307	0.60	45,14,836	0.56
<b>2</b>	<b>SUB TOTAL</b>	<b>74</b>	<b>3.55</b>	<b>47,98,762</b>	<b>0.60</b>	<b>45,23,291</b>	<b>0.56</b>
	<b>TOTAL</b>	<b>2,085</b>	<b>100.00</b>	<b>80,34,07,130</b>	<b>100.00</b>	<b>80,07,98,349</b>	<b>100.00</b>
<b>3</b>	Invalid	96	N.A.	43,602	N.A.	43,602	N.A.

Note: One shareholder viz. Alaska Permanent Fund holding 3,50,048 equity shares, has cast 2,75,471 votes in favour and 74,577 votes against the proposed resolution.



**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 02/12/2016, 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