

**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 31/07/2015 :**

I hereby record my presence at the **63rd ANNUAL GENERAL MEETING** of the Corporation on Thursday, September 10, 2015 at 11.00 a.m. at Y.B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannathrao Bhonsle Marg, Mumbai – 400 021.

Signature of the Attending Member / Proxy

Electronic Voting Particulars

EVEN (E Voting Event Number)	User ID	Password
102372		

Note : Please read the instructions printed overleaf.**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 31/07/2015 :

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 63rd Annual General Meeting** of the Corporation, to be held on Thursday, September 10, 2015 at 11.00 a.m. at Mumbai and at any adjournment thereof in respect of such resolutions as 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.

E- VOTING

For exercising e-Voting facility, the User ID and initial password is provided on the 'Admission Slip cum Proxy Form' and the detailed procedure is given below.

In case of shareholders' receiving e-mail from NSDL: Shareholders having valid email ID in Folio/CL ID-DP ID shall receive an email from NSDL, with a link for accessing Annual Report 2014-15 of HPCL. Kindly follow the following procedure for remote e-Voting.

- (i) Open email and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-Voting opens. Click on remote e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Hindustan Petroleum Corporation Limited".
- (viii) Now you are ready for remote e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ucshukla@rediffmail.com with a copy marked to NSDL at evoting@nsdl.co.in

In case of shareholders' receiving documents by Post:

Initial password is provided on the 'Admission Slip cum Proxy Form.' Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

If you are already registered with NSDL for remote e-Voting then you kindly use your existing user ID and password/PIN for casting your vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-Voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.

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

Item No.	Resolutions	For	Against
Ordinary Business :			
1.	To receive, consider and adopt the Audited Financial Statement of the Corporation for the Financial Year ended March 31, 2015 and Reports of the Board of Directors and Auditors thereon.		
2.	To declare Equity Dividend for the Financial Year 2014-15.		
3.	To appoint a Director in place of Shri K.V. Rao (DIN:05340626), who retires by rotation and is being eligible offer himself for re-appointment.		
4.	To appoint a Director in place of Shri B.K. Namdeo (DIN:06620620) who retires by rotation and is being eligible offer himself for re-appointment.		
Special Business :			
5.	To approve payment of Rs.30 Lakhs as remuneration to the Statutory Auditors of the Company to be appointed by the Comptroller & Auditor General of India for auditing the Accounts of the Company for the Financial Year 2015-16 and to authorize the Board of Directors for fixing the remuneration of Statutory Auditors from Financial Year 2016-17 onwards.		
6.	Appointment of Shri Y.K. Gawali (DIN:05294482) as Director of the Corporation.		
7.	Appointment of Shri Sandeep Poundrik (DIN:01865958) as Director of the Corporation.		
8.	Payment of Remuneration to Cost Auditors for Financial Year 2015-16.		
9.	Approval for Material Related Party Transactions.		

Affix Revenue
Stamp of Re.1/-

Signed this _____ day of _____ 2015

Signature of Shareholder(s)

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

1. This form of proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the at Corporation's Registered Office, not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
3. 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.
4. For details with reference to appointment of Proxy, kindly refer Notes to Notice of AGM.