



Notice of Annual General Meeting

HINDUSTAN PETROLEUM CORPORATION LIMITED

(A Government of India Enterprise)

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

Website: www.hindustanpetroleum.com E-mail: corphqo@hpcl.co.in

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(CIN: L23201MH1952GOI008858)

NOTICE

NOTICE is hereby given that the 64th ANNUAL GENERAL MEETING of the Members of Hindustan Petroleum Corporation Limited will be held on Thursday September 08, 2016 at 11.00 A.M. at Y.B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannathrao Bhosale Marg, Mumbai – 400 021 to transact the following business :

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 ₹ 30 lakhs to ₹ 41 lakhs.

SPECIAL BUSINESS:

6. Appointment of Shri J. Ramaswamy (DIN06627920) as Director of the Corporation.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

RESOLVED that pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 112 of Articles of Association of the Company, Shri J. Ramaswamy (DIN:06627920) who was appointed as an Additional Director & also as Director Finance, of the Company by the Board of Directors with effect from 01.10.2015 and who holds the said office under the said Article and pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting, and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

7. Appointment of Shri Ram Niwas Jain (DIN00671720) as Independent Director of the Corporation.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

RESOLVED that pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 112 of Articles of Association of the Company, Shri Ram Niwas Jain (DIN:00671720) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20.11.2015 and who holds the said office under the said Article and pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting, and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.



Notice of Annual General Meeting

8. Appointment of Ms. Urvashi Sadhwani (DIN03487195) as Director of the Corporation.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

RESOLVED that pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 112 of Articles of Association of the Company, Ms. Urvashi Sadhwani (DIN: 03487195) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 04.01.2016 and who holds the said office under the said Article and pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting, and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose her as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

9. Appointment of Shri Mukesh Kumar Surana (DIN07464675) as Chairman & Managing Director of the Corporation.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

RESOLVED that pursuant to the provisions of Section 149, 152, 160, 196 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles 112 & 133 of Articles of Association of the Company, Shri Mukesh Kumar Surana (DIN07464675) who was appointed by the Board of Directors as an Additional Director and also as Chairman & Managing Director of the Company with effect from 01.04.2016 and who holds the said office under the said Article and pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting, and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director & also Chairman & Managing Director of the Company, not liable to retire by rotation.

10. Payment of Remuneration to Cost Auditors for Financial Year 2016-17

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other permissions as may be necessary, the payment of the remuneration of ₹ 2,95,000/- plus reimbursement of out of pocket expenses at actuals plus applicable Service Tax payable to M/s. R. Nanabhoy & Company and Shri Rohit J. Vora, who were appointed as "Cost Auditors" to conduct the audit of Cost Records maintained by the Company for Financial Year ending March 31, 2017, pertaining to various units as applicable and detailed in the statement annexed to the said notice, be and is hereby ratified and approved.

11. Approval for Material Related Party Transactions:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to the Material Related Party Transactions to be entered for Financial Year 2016-17 of a value of Rs, 53,928.88 Crores and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

12. Approval to amend the Articles of Association of the Company for increase in the Number of Directors.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution.

Resolved that pursuant to the provisions of Section 14 and 149 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 & in terms of applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by deleting the existing Article 109 and substituting with the following Article as Article 109.



Notice of Annual General Meeting

Number of Directors:

109. Until otherwise determined and subject to the Act and regulation the Number of Directors shall not be more than 20 (Twenty).

13. To increase Authorized Capital of the Company and amend the Capital Clause in the Memorandum of Association & Article of Association of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as a Special Resolution.

RESOLVED that pursuant to the provisions of Section 13,14 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in terms of applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), and provisions of the Articles of Association, the approval of the Company, be and is hereby accorded to increase the authorized share capital of the Company from Rs.350,00,00,000 (Rupees Three Hundred Fifty Crores) divided into 34,92,50,000 (Thirty Four Crores, Ninety Two Lacs, and Fifty Thousand only) Equity Shares of Rs.10 (Rupees Ten Only) each aggregating to Rs.349,25,00,000 (Rupees Three hundred Forty Nine Crore and Twenty Five Lakhs only) and 75,000 (Seventy Five Thousand only) Preference Shares of Rs.100 (Rupee Hundred Only) aggregating Rs.75,00,000 (Seventy Five Lacs) to Rs 2500 Crores (Rupees Two thousand Five Hundred Crore Only) divided into 249,92,50,000 (Two Hundred Forty Nine Crores, Nine Two Lakhs and Fifty thousand only) Equity Shares of Rs.10 (Rupees Ten) aggregating Rs.2499,25,00,000 (Rupees Two Thousand Four Hundred Ninety Nine Crores and Twenty Five lakhs) and 75,000 (Seventy Five Thousand) Preference Shares of Rs.100 (Rupee Hundred Only) aggregating Rs.75,00,000 (Seventy Five Lacs) by creating additional 215,00,00,000 (Two Hundred Fifteen Crores only) Equity Shares of Rs.10/- each and;

a. consequently first paragraph of the Clause No V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. The Authorized Share Capital of the Company consists of Rs.2500 Crores (Rupees Two thousand Five Hundred Crores only) divided into 75,000 (Seventy Five Thousand) Preference Shares of Rs.100 (One Hundred) each and 249,92,50,000 (Two hundred Forty Nine Crores Ninety Two Lakhs Fifty Thousand only) Equity Shares of Rs.10 (Ten) each and there shall be attached to the said preference and equity shares respectively the rights, privileges and conditions in that behalf stated in the accompanying Articles of Association.

b. further consequently Article No. 3 (1) of Articles of Association of the Company be and is hereby substituted by the following:

3.(1)The Authorized Share Capital of the Company consists of Rs.2500 Crores (Rupees Two thousand Five Hundred Crores only) divided into 75,000 (Seventy Five Thousand) Preference Shares of Rs.100 (One Hundred) each and 249,92,50,000 (Two hundred Forty Nine Crores Ninety Two Lakhs Fifty Thousand only) Equity Shares of Rs.10 (Ten) each.

14. To capitalize Reserves of the Company and to issue Bonus Shares.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

RESOLVED that, in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital & 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.677,25,45,000 (Rupees Six Hundred Seventy Seven Crores Twenty Five Lakhs Fourty Five Thousand Only) standing to the credit of the Security Premium/Free Reserves and for the purpose of issuance 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 as fixed by the Board in the proportion of 2 (Two) Bonus equity share of Rs.10/- each for every 1 (one) 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 and shall be treated as increase in the paid up share capital of the Company held by each member.



Notice of Annual General Meeting

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 and any other regulatory authority, as may be required.

By the Order of the Board,

Date : August 01, 2016
Regd. Office: 17, Jamshedji Tata Road
Churchgate, Mumbai - 400 020

Shrikant M. Bhosekar
Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
5. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is annexed hereto and forms part of the Notice.
6. Book Closure for Final Dividend:

The Company has announced Book Closure from August 01, 2016 to August 06, 2016 (both days inclusive) and accordingly, Final Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2015-16, if approved at the meeting, will be payable to those eligible members whose names appear :

- (1) As Beneficial Owners, as on July 31, 2016 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialised form, and
- (2) As Members in the Register of Members of the Company as on August 06, 2016 in respect of shares held in Physical Form, after giving effect to all valid share transfers in physical form lodged with the Company or its R & T Agents on or before July 31, 2016.

7. Transfer of Shares (held in Physical Form):

In terms of Regulation 40(7) and 61(4) read with Schedule VII of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory for the transferor and the transferee(s) of the physical shares to furnish copy(ies) of their PAN card(s) for registration of transfer of shares. Transferor and the Transferee(s) are requested to furnish copies of their PAN card(s) along with Share Transfer Deed duly completed and physical share certificate(s). For securities market transactions and/or for off-market or private transactions involving transfer of shares, the transferee(s) as well as transferor(s) shall furnish copy of PAN card to the company / Registrar and Transfer Agents, as the case may be, for registration of such transfer of securities.

In case where PAN card is not available i.e. in case of residents of Sikkim, the identify proof shall be submitted for registration of such transfer of securities.

8. **Nomination:**

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members are entitled to make nomination in respect of Shares held by them in Form No. SH-13. Members holding shares in single name and physical form are advised to make nomination in respect of their holding in the Company by submitting duly



Notice of Annual General Meeting

completed form No SH-13 with the Company and to their respective depository in case of shares held in electronic form. Joint Holders can also use nomination facility for shares held by them.

The Nomination form can be downloaded from the Company's website www.hindustanpetroleum.com under Section "Investors".

9. Shareholders' holding shares in Multiple Folios:

Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agents, M/s. Link Intime India Pvt.Ltd. for consolidation into a single folio. Shareholders holding shares in Dematerialized form are also requested to consolidate their shareholding.

10. Non-Resident Shareholders:

Non Resident Indian Shareholders are requested to inform Registrar and Transfer Agents, immediately of:

- a. Change in their residential status on return to India for permanent settlement.
- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable Corporation to remit dividend to the said Bank Account directly.

11. Green Initiative:

In support of the "Green Initiative" measure taken by Ministry of Corporate Affairs, Government of India, New Delhi, enabling electronic delivery of documents and also in line with circular Ref. No. CIR/CFD/DIL/7/2011 dated November 05, 2011 issued by Securities and Exchange Board of India (SEBI) and as prescribed under the relevant provisions under the Companies Act, 2013 and the Rules made thereunder, Company has sent Annual Reports in Electronic Mode to the shareholders who have registered their E-mail IDs either with the Registrar and Transfer Agents or with the depositories. However, an option is available to the shareholders to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company or to R & T Agents.

12. Shareholders to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. The copies of Annual Reports shall not be made available at the venue of the Meeting.

13. Shareholders / Proxies attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.

14. e-Voting: CDSL

(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 4.00 p.m. (IST) and shall end on September 07, 2016 at 5.00 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.



Notice of Annual General Meeting

(vii) If you are a first time user follow the steps given below:

<p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p>	<p>PAN</p>
<p>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.</p> <p>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).</p>	<p>Date Of Birth or Dividend Bank Details</p>

(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" 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**.



Notice of Annual General Meeting

- The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of September 01, 2016
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 01, 2016 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to Shri B.B. Shirodkar, Sr. Manager Shares, Shares Department, 2nd Floor, Petroleum House, Churchgate, Mumbai -400 020, Telephone No.: (022) 22863208 (email ID: bbshirodkar@hpcl.in)
- However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com
- A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be entitled to vote again at the Annual General Meeting.
- A person, whose name is recorded in the Register of Members or in the register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through ballot paper/electronic voting.
- The facility for voting through ballot paper/e-Voting shall be made available at the AGM and in such case, the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper/electronic voting.
- Shri Upendra Shukla, Practising Company Secretary, (Membership No. 1654) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
- The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "e-voting" or "Ballot Paper" for all those members who are present at the Annual General Meeting but who have not cast their votes earlier by availing the remote e-Voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hindustanpetroleum.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE & NSE.

15. Change of Address:

(a) Shareholders Holding Shares in Physical Form:

Shareholders holding shares in physical form are requested to advise immediately change in their address, and also inform their valid E-mail ID, if any, quoting their Folio number(s), to M/s. Link Intime India Pvt. Ltd., R & T Agents at their address given in Serial No. 19.

(b) Shareholders Holding Shares in Dematerialised Form:

Shareholders holding shares in dematerialised form are requested to advise immediately change in address and register their valid E-mail ID, if any, quoting their respective Client ID / DP ID Nos., to their respective Depository Participants only and not to M/s. Link Intime India Pvt. Ltd or to the Company.

16. Bank Mandates:

- (a) In terms of Regulation 12 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 SEBI has advised all the concerned to use electronic mode of payment facility approved by the Reserve Bank of India for making cash payment viz. dividends, interest, redemption or repayment amounts to the investors. Provided that where it is not possible to use electronic mode of payment, payable-at-par warrants or cheques may be issued. In the cases of shareholder/s, where it is not possible to effect electronic payment, SEBI has advised to print bank details on the dividend warrant instruments issued to them. However, in case of shareholders, whose bank details are not available, the company shall mandatorily print the address of the investors on such payment instruments.



Notice of Annual General Meeting

- (b) In order to facilitate the shareholders who are holding the shares in Physical Form, our Corporation has hosted various Forms including e-payment mandate form, on its website www.hindustanpetroleum.com under the menu "Investors" & Sub-Menu "Investors Guide". Shareholders can download the requisite form, fill it as per the direction given therein and forward the same to the R&T Agents at the address given below along with attachments. Form can also be obtained from our R&T Agents.
- (c) Shareholders who are holding shares in Electronic Form are requested to contact their respective Depository Participants (DP) only for updating their bank details. They are also advised to seek 'Client Master Advice' from their respective DP to ensure that correct updation has been carried out in their record. It may be noted that the bank details data provided by the Depositories is solely used by the company to effect the payment of dividend. Hence, it is utmost necessary for shareholders to ensure that the correct Bank details are updated with DPs

17. Investors Education and Protection Fund:

Members are hereby informed that Dividends which remain unclaimed / unencashed over a period of 7 years have to be transferred by the Company to Investor Education & Protection Fund (IEPF) constituted by the Central Government under Section 205A and 205C of the Companies Act, 1956.

We give below the details of Dividends paid by the Company and their respective due dates of transfer to the Fund of the Central Government if they remain unencashed.

Date of Declaration of Dividend	Dividend for the Financial Year	Proposed Month and Year of Transfer to the Fund
28.08.2009	2008-09 (Final)	Sept. 2016
16.09.2010	2009-10 (Final)	Oct. 2017
22.09.2011	2010-11 (Final)	Oct. 2018
18.09.2012	2011-12 (Final)	Oct. 2019
05.09.2013	2012-13 (Final)	Oct. 2020
05.09.2014	2013-14 (Final)	Oct.2021
10.09.2015	2014-15 (Final)	Oct.2022
01.02.2016	2015-16 (1st Interim)	Mar.2023
11.03.2016	2015-16 (2nd Interim)	Apr.2023

It may please be noted that no claim can be made by the shareholders for the unclaimed Dividends which have been transferred to the credit of the Investor Education & Protection Fund (IEPF) of the Central Government under the amended provision of Section 205B of the Companies (Amendment) Act, 1999.

18. Unclaimed Dividends:

In view of the above mentioned regulation, the shareholders who are yet to encash the earlier dividend(s) are advised to send requests for duplicate dividend warrants in case they have not received/ not encashed the Dividend Warrants for any of the above mentioned financial years and/ or send for revalidation the unencashed Dividend Warrants still held by them to the Registrars and Transfer Agents of the Company.

19. Registrar and Transfer Agents:

The address of Registrars and Transfer Agents of the Company is as follows:

M/s. LINK INTIME INDIA PVT. LTD.

Unit: HINDUSTAN PETROLEUM CORPORATION LTD. C-13, Pannalal Silk Mills Compound

L.B.S. Marg, Bhandup (West), Mumbai - 400 078

Telephone No.: 022 – 25963838 Fax No.: 022 - 25946969 E-mail : mumbai@linkintime.co.in

20. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.

21. Appointment / Re-appointment of Directors

At the ensuing Annual General Meeting, Shri Pushp K. Joshi & Shri Y.K. Gawali retire by rotation and being eligible, offers themselves for re-appointment.



Notice of Annual General Meeting

STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Statement with respect to items under Special Business covered in the Notice of Meeting are given below:

6. Appointment of Shri J. Ramaswamy as Director of the Corporation.

Shri J. Ramaswamy, was appointed as an Additional Director on the Board effective 01.10.2015 consequent to his appointment as "Director Finance (Whole Time Director)" of the Corporation by the Government of India, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 112 of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Shri J. Ramaswamy, as an Additional Director, holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying her candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. The deposit shall be refunded to the person, if the person whose name is proposed gets elected as a Director or gets more than twenty five percent of total valid votes cast either on Show of Hand/Remote evoting/Ballot/e-Voting or on poll on such resolution.

Accordingly, Corporation has received a notice from a member along with requisite Deposit proposing candidature of Shri J. Ramaswamy, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Shri J. Ramaswamy, is also appointed as "Chief Financial Officer" in terms of Section 203 of the Companies Act, 2013.

Shri J. Ramaswamy, prior to his appointment as Director Finance, was Executive Director, Corporate Finance of the Corporation. He hold 50 shares of HPCL.

Relevant documents in respect of the said item 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. up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 6 for approval by the shareholders.

7 Appointment of Shri Ram Niwas Jain as Independent Director of the Corporation.

Shri Ram Niwas Jain, was appointed as an Additional Director on the Board effective 20.11.2015 consequent to his appointment as Part-Time Non-Executive (Independent) Director by the Government of India, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 112 of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Shri Ram Niwas Jain, as an Additional Director holds the office upto the date of this Annual General Meeting.

In terms of provision contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, or as they case may be, along with deposit of one lakh rupees. The deposit shall be refunded to the person, if the person whose name is proposed gets elected as a Director or gets more than twenty five percent of total valid votes cast either on Show of Hand/Remote evoting/Ballot/e-Voting or on poll on such resolution.

Accordingly, Corporation has received a notice from a member along with requisite deposit proposing candidature of Shri Ram Niwas Jain, for the office of Director in terms of Section 160 of the Companies Act, 2013. Shri Ram Niwas Jain has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of HPCL.



Notice of Annual General Meeting

Relevant documents in respect of the said item 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. up to the date of the Meeting.

None of the Other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 7 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 7 for approval by the shareholders

8. Appointment of Ms. Urvashi Sadhwani as Director of the Corporation.

Ms. Urvashi Sadhwani, Sr. Advisor, Ministry of Petroleum & Natural Gas (MOP&NG), was appointed as an Additional Director on the Board effective 04.01.2016 consequent to her appointment as "Non-Executive Government Director" of the Corporation by the Government of India, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 112 of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Ms. Urvashi Sadhwani, as an Additional Director holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if she or some member intending to propose her as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under her hand signifying her candidature as a Director, or, the intention of such member to propose her as a candidate for that office, as they case may be, along with deposit of one lakh rupees. The deposit shall be refunded to the person, if the person whose name is proposed gets elected as a Director or gets more than twenty five percent of total valid votes cast either on Show of Hand/Remote evoting/ Ballot or on poll on such resolution.

Accordingly, Corporation has received a notice from a member along with requisite Deposit proposing candidature of Ms. Urvashi Sadhwani, for the office of Director in terms of Section 160 of the Companies Act, 2013. She does not hold any shares of HPCL.

Relevant documents in respect of the said item 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. up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 8 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 8 for approval by the shareholders

9. Appointment of Shri Mukesh Kumar Surana as Chairman & Managing Director of the Corporation.

Shri Mukesh Kumar Surana, was appointed as an Additional Director on the Board effective 01.04.2016 consequent to his appointment as Chairman & Managing Director of the Corporation, by the Government of India in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Articles 112 & 133 of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Hence, Shri Mukesh Kumar Surana, being Additional Director holds office upto the date of this Annual General Meeting.

In terms of provision contained under Section 160 of the Companies Act, 2013 & the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or as they case may be, the intention of such member to propose him as a candidate for that office, along with deposit of one lakh rupees. The Deposit shall be refunded to the person, if the person whose name is proposed gets elected as a Director or gets more than twenty five percent of total valid votes cast either on Show of Hand/Remote evoting/ Ballot/e-Voting or on poll on such resolution.

Accordingly, Corporation has received a notice from a member along with requisite deposit proposing candidature of Shri Mukesh Kumar Surana, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Relevant documents in respect of the said item 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. up to the date of the Meeting.

Shri Mukesh Kumar Surana, prior to his appointment as Chairman & Managing Director, was Chief Executive Officer of M/s. Prize Petroleum Company Limited, a Wholly Owned Subsidiary of our Corporation. He holds 120 shares of HPCL.



Notice of Annual General Meeting

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 9 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 9 for approval by the shareholders

10. Payment of Remuneration to Cost Auditors for Financial Year 2016-17

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 as per the following details:-

Sr. No.	Name of the Unit	Name & Address of the Cost Auditor	Audit Fees (In ₹)
1.	Mumbai Refinery & Visakh Refinery	M/s. R. Nanabhoy & Co. Jer Mansion, 1st floor, 70 August Kranti Marg, Mumbai – 400 036.	1,60,000/-*
2.	Mazgaon, Haybunder, Sewree, Silvassa, Budge-Budge, Ramnagar & Chennai Lube Blending Plants and CNG Mother Station at Ahmedabad	CMA Rohit J Vora 1103 Raj Sunflower Royal Complex, Eksar Road, Borivali (West), Mumbai – 400 092.	1,35,000/-*
		Total	2,95,000/- *

* plus reimbursement of out of pocket expenses at actuals and applicable Service Tax.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors needs to be ratified by the Shareholders of the Company.

Accordingly, approval of the members is requested for passing an Ordinary Resolution as set out at item no. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors to conduct audit of the Cost Records of the Company for the Financial Year ending March 31, 2017.

Relevant documents referred in respect of the said item 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. up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 10 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 10 for approval by the shareholders.

11. Approval for Material Related Party Transactions:

M/s. HPCL Mittal Energy Limited (HMEL), a Joint Venture Company, is a "Related Party" as defined under Section 2 (76) of the Companies Act, 2013 and regulations 2 (1)(zb) of the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015. The Corporation propose to enter into certain business transactions with M/s. HPCL Mittal Energy Limited during Financial Year 2016-17. These transactions are estimated at Rs.53,928.88 Crores for F.Y. 2016-17 which are likely to exceed 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statements of the Corporation.

The nature of transactions are purchase / sale of Petroleum products, employee deputation, Infrastructure charges etc. from / by HMEL,

All transactions entered into by the Corporation with M/s. HPCL Mittal Energy Limited are in the ordinary course of business and are at arm's length basis.

The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 which was made applicable from December 02, 2015 repealing the earlier Listing Agreement, has provisions relating to "Related Party Transactions" under its regulations 23. The Regulations 23 inter-alia, also defines term "Material Related Party Transaction". It provides that all related party transactions shall be considered as "Material" if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceed 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company and it requires approval of the Shareholders by passing a Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, transactions entered into by the Corporation with M/s. HPCL Mittal Energy Limited for F.Y. 2016-17 are "Material" and therefore requires approval of the Company by Ordinary Resolution.



Notice of Annual General Meeting

Relevant documents in respect of the said items 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. up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution as set out at No 11 of the Notice.

The Board recommends the Ordinary Resolution as set out at item No. 11 for the approval of the Shareholders.

12. Approval to amend the Articles of Association of the Company for increase in the Number of Directors.

Deregulation of Oil and Gas Sector has facilitated entry of private players in Upstream and downstream activities, which has posed strong competition to Oil PSU. Oil is an important part of larger energy market and there is continued shift towards natural gas and renewable forms of energy. Thus there is a strong need to adopt market oriented policies to address twin challenges of competitiveness and sustainability for HPCL.

To meet the growth strategies of the Corporation, apart from capacity expansion of refineries, the Corporation has plans for participating in the end to end natural gas value chain, vertical integration into profitable petrochemical business and establish presence in renewables for ensuring success in the market oriented scenario and achieving long term bottom line growth.

To address the above, the Corporation has identified Business Development as a high potential area for ensuring sustainable growth in the market determined environment and to carry forward the plan, it is proposed to create suitable position of Whole Time Director who will be responsible for formulation of corporate plans, policies and strategies (both short terms and long term), provide impetus to the emerging field of Petrochemicals, Natural Gas, Renewable, Alternate Energy, Exploration and Production, and operation of Joint Venture /Subsidiaries etc. Some more suitable positions especially in the area of Pipeline and R&D may need to be created in future.

In terms of Regulation 17(b)(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 listed companies where Chairman of the Board is an Executive Chairman, at least half of the Board of Directors shall comprise of Independent Directors. Since your Corporation has Executive Chairman designated as "Chairman & Managing Director", Corporation is required to have at least half of the board comprising of the Independent Directors. The Non-Executive Directors representing Government are not considered as Independent Directors.

In view of the above provisions, with the proposed addition of one more Whole Time Director, the composition of HPCL Board would be six Whole Time Directors and two Directors representing Government, with required equal number of Independent Directors, aggregating to sixteen Directors.

In view of the above position and also considering the future need, the Board has recommended amendment to Article 109 of the Articles of Association of the Company for increasing the number of Directors on the board from 15 (Fifteen) to 20 (Twenty). The Section 14 the Companies Act, 2013 requires that any amendment to the clause of Articles of Association of the Company requires passing of Special Resolution by the members in a General Meeting. Provision to Section 149 (1) of the Companies Act, 2013 provides that company can appoint more than 15 directors after passing a Special Resolution.

Accordingly, considering above and also future requirements, the Board recommends the Special Resolution as set out in item 12 of the Notice for the approval of shareholders.

Relevant documents in respect of the said items 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. up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution as set out at No 12 of the Notice.

13 &

14 To increase Authorized Capital of the Company and amend the Capital Clause in the Memorandum of Association & Article of Association of the Company and

To capitalize Reserves of the Company and to issue Bonus Shares.

Presently, the Authorized Share Capital of your Company is Rs.350,00,00,000- (Rupees Three Hundred Fifty Crores) divided into 34,92,50,00,000 (Thirty Four Crore, Ninety Two Lacs, and Fifty Thousand Equity Shares of Rs.10 (Rupees Ten Only) each aggregating to Rs.349,25,00,000 (Rupees Three Hundred Forty Nine Crores,, Ninety Two Lacs Fifty Thousand) and 75,000 (Seventy Five Thousand) Preference Rs.100 (Rupee Hundred Only) aggregating Rs.75,00,000 (Seventy Five Lacs).

Considering the outstanding reserves of the Corporation, the Board of Directors of the Corporation have recommended Capitalisation of Reserves of Rs.677,25,45,000 standing to the credit of Security Premium/Free Reserves as on 31/03/2016 and issue of Bonus Shares to the eligible shareholders in the ratio of 2 (Two) Bonus Equity Shares of Rs.10/- each for every 1 (one) Equity Share held with the approval of the Members. The proposal for capitalization of said reserves and issue of Bonus Shares is now placed for consideration and approval of the Members.



Notice of Annual General Meeting

The Record Date for determining the eligibility of the Shareholders to receive the said Bonus Shares has been fixed by Board as September 15, 2016. The Board of Directors recommend for the approval of Members the Capitalisation of Reserves and issue of Bonus Shares as proposed.

The Board of Directors also considered increase in the Authorised Share Capital of the Corporation which is presently Rs.350 crore to Rs.2500 Crores by creation of 215,00,00,000 (Two Hundred Fifteen Crores Only) number of Equity Shares of Rs.10/- each. In view of the above, it is necessary to amend Clause (V) of the Memorandum of Association and Clause 3(1) of the Articles of Association to increase the Authorised Share Capital from Rs.350 crore to Rs.2500 crore by placing a Special Resolution for consideration and approval of the Members.

The Board of Directors also recommend the approval of the Members for amendment to the Capital Clause (v) in the Memorandum of Association and Article 3(1) of Articles of Association of the Corporation.

Relevant documents referred in respect of the said item 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. up to the date of the Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 13 and 14 except to the extent of their respective shareholdings in the Corporation.

By the Order of the Board,

Date : August 01, 2016
Regd. Office: 17, Jamshedji Tata Road
Churchgate, Mumbai - 400 020

Shrikant M. Bhosekar
Company Secretary



Notice of Annual General Meeting

ANNEXURE TO ITEMS 3,4 6,7, 8 & 9 OF THE NOTICE:

Details of Directors seeking appointment / reappointment at the 64th Annual General Meeting in pursuance of Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015.

Name of the Director	Shri Pushp Kumar Joshi	Shri Y.K. Gawali	Shri J. Ramaswamy	Shri Ram Niwas Jain	Ms. Urvashi Sadhwani	Shri Mukesh Kumar Surana
Date of Birth	08.08.1964	10.10.1956	17.02.1959	03.09.1951	29.10.1958	16.04.1962
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of Appointment on the Board	01.08.2012	10.10.2014	01.10.2015	20.11.2015	04.01.2016	01.04.2016
Qualification	B.A., LLB, PG (PM&IR) XLRI, Jamshedpur	B.E. (Civil)	FCA	B.E. (Mech).	Post Graduate in Business Economics, M.Phil Indian Economic Service	B.E. (Mech.) Master in Financial Management
List of Directorship in other Companies as on 16.06.2016	<ol style="list-style-type: none"> Prize Petroleum Co.Limited CREDA HPCL Bio Fuel Limited HPCL Biofuels Limited HPCL Rajasthan Refinery Limited HPCL Shapoorji Energy Pvt. Ltd. Hindustan ColasPvt.Ltd. 	<ol style="list-style-type: none"> Aavanatika Gas Limited 	<ol style="list-style-type: none"> HPCL Rajasthan Refinery Limited HPCL Biofuels Limited HPCL Mittal Pipelines Limited Prize Petroleum Company Limited HPCL Mittal Energy Limited CREDA HPCL Bio Fuel Limited SA LPG Co. Pvt. Limited HPCL Shapoorji Energy Pvt. Ltd. 	<ol style="list-style-type: none"> Visa Realty Limited Universal General Sampo Insurance Co. Limited B.P. Engineers Pvt.Ltd. 	Nil	<ol style="list-style-type: none"> HPCL Rajasthan Refinery Limited. Prize Petroleum Company Limited HPCL Mittal Energy Limited SA LPG Co. Pvt. Ltd.



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

