



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/78 /2019

February 20, 2019

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, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex,
Bandra East,
Mumbai – 400 051

Script Name : HINDPETRO

Sub.: Results of Postal Ballot & Report of
Scrutinizer.

Dear Sir,

We write with reference to our earlier letter Ref.: Co.Secy/VM/36/2019 dtd. January 16,2019 informing to the Stock Exchange about the process of Postal Ballot which have been conducted by Hindustan Petroleum Corporation Limited, for seeking approval of Members of the Company for the following:

- For Entering into Material Related Party Transactions with M/s. HPCL Mittal Energy Limited (HMEL) for the Financial Year 2019-2020 by passing of an Ordinary Resolution in compliance of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- For Re-appointment of Shri Ram Niwas Jain (DIN 00671720) as an Independent Director on the Board of HPCL by passing of a Special Resolution in compliance of provisions of Sec. 149 (10) of the Companies Act, 2013.

Kindly note that the Results of Voting on Postal Ballot was announced by the Corporation on Wednesday, February 20, 2019 at 3.00 p.m. at the Registered Office of Company. We now forward herewith the following:

- Results of voting on Postal Ballot (including e-Voting thereto) along with Report of Scrutinizer.
- Results of Voting as per the format provided under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please note that the Resolutions covering aforesaid items of business transacted through the process of Postal Ballot have been passed by the Members of the Company with requisite majority.

The above is submitted for the information and records.

Thanking you,

Very truly yours,

V. Murali
Company Secretary

Encl: a/a

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

Received on 20/02/19
at 3.00 pm.
OK to declare the
results
Lant
20/02/19

20th February, 2019

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

Dear Sir,

Sub: Report on Results of Voting including e-voting on 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 seeking approval of Members of the Company for passing of Resolutions 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').

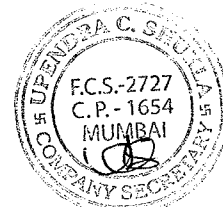
HPCL dispatched Ballot papers along with Notice of Postal Ballot pursuant to Section 110 of the Act along with draft of Resolutions and explanatory statement as required under Section 102 of the Act to those members of the Company, whose names appeared in the Register of Members / records of Depositories, Central Depository Services (India) Limited (CDSL)/National Securities Depository Limited (NSDL) as on Record Date 4th January, 2019.

HPCL has appointed CDSL as an agency to conduct e-voting by the Members through their online e-voting system. Postal Ballot papers were also emailed to those Members holding valid Email-Ids. Other than this, in respect of Members, who have not provided their Email-Ids and also Members 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 Members.

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

- | | | | |
|----|--|---|------------------------|
| 1) | (a) Number of ballot papers posted on 15/01/2019 (physical) | : | 50,268 |
| | (b) Number of ballot papers e-mailed on 16/01/2019 | : | 2,16,091 |
| | (c) Number of ballot papers returned as undelivered by Post | : | 3,742 |
| | (d) Number of e-mails bounced/undelivered as per CDSL email
(E-mails were re-sent and also physical postal ballot papers were sent by post) | : | 13,637 |
| 2) | Date & Time of commencement of voting cycle | : | 17/01/2019 (9:00 a.m.) |
| 3) | Last date & Time fixed for receiving ballot papers, duly completed: | : | 15/02/2019 (5:00 p.m.) |
| 4) | Last date & Time fixed for voting through e-voting | : | 15/02/2019 (5:00 p.m.) |

...2/



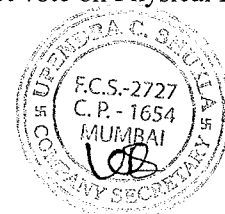
: 2 :

5)	(a) Number of response received (Physical)	:	1,356
	(b) Number of response received (e-voting)	:	1,240
	Total	:	2,596
6)	(a) Number of valid ballot papers received (Physical)	:	1,250
7)	(a) Number of invalid ballot papers received (physical)	:	106
	(b) Number of invalid e-voting	:	
	- Resolution 1	:	0
	- Resolution 2	:	0
8)	Resolution 1 (Ordinary Resolution):		
	(a) Number of votes cast "For the Resolution (physical)"	:	1,16,72,160 (1198 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	47,95,93,733 (1166 cases) *
	Total Number of votes cast for the Resolution	:	49,12,65,893 (99.93%)
	(a) Number of votes cast "Against the Resolution (physical)"	:	31,775 (48 Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	2,71,173 (66 Cases)
	Total Number of votes cast against the Resolution	:	3,02,948 (0.07%)
9)	Resolution 2 (Special Resolution):		
	(a) Number of votes cast "For the Resolution (physical)"	:	1,16,46,441 (1153 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	125,84,49,688 (1149 cases)
	Total Number of votes cast for the Resolution	:	127,00,96,129 (99.98%)
	(a) Number of votes cast "Against the Resolution (physical)"	:	26,399 (41 Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	2,96,491 (89 Cases)
	Total Number of votes cast against the Resolution	:	3,22,890 (0.02%)
10)	Number of invalid votes(physical)	:	42,784 (106 Ballots)
	Number of invalid votes (e-voting)	:	
	-Resolution 1	:	Nil
	-Resolution 2	:	Nil

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

* The e-votes casted by Oil and Natural Gas Corporation Limited (ONGC) has not been taken into consideration for this purpose since ONGC being a Related Party as defined under Sec. 2 (76) of the Companies Act, 2013 read with Regulation 2 (1) (zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 1: 07 Members did not vote on e-voting. 04 Members did not vote on Physical Ballot.
Item No. 2: 02 Members did not vote on e-voting. 56 Members did not vote on Physical Ballot.



...3/

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 –

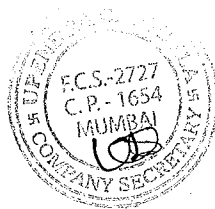
- i. **For Resolution 1 (Ordinary Resolution): Approval of Material Related Party Transactions to be entered during Financial Year 2019-2020.**

“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.”

- ii. **For Resolution 2 (Special Resolution): Re-appointment of Shri Ram Niwas Jain (DIN-00671720), as an Independent Director of the Corporation.**

“Since the number of votes cast by the Members in favour of the Resolution is more than three times 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,

A handwritten signature in black ink, appearing to be "U.C. SHUKLA".

(U.C. SHUKLA)

PRACTISING COMPANY SECRETARY
FCS: 2727/CP: 1654

Encl: as above.

1 Ordinary Resolution for Approval of Material Related Party Transactions to be entered during Financial Year 2019-2020:

“Resolved that pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactment thereof for the time being in force), the approval of Members of the Company be and is hereby accorded to the Material Related Party Transactions to be entered into with Joint Venture Company, M/s. HPCL Mittal Energy Limited (HMEL for the Financial Year 2019-2020 for a value Ra. 47,954.44 Crores (Rupees Forty Seven Thousand Nine Hundred Fifty Four Crores and Forty Four Lakhs) and that the Board of Directors of the Company or any other Persons authorised by the Board, be and is hereby authorised to perform and execute all such deeds, matters, and things including delegation of such authority as may be deemed necessary or expedite to give effect to this resolution and for the matters connected therewith or incidental thereto.”

2 Special Resolution for Re-appointment of Shri Ram Niwas Jain (DIN-00671720), as an Independent Director of the Corporation.

“Resolved that pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of Members of the Company be and is hereby accorded for re-appointment of Shri Ram Niwas Jain (DIN00671720) as an independent Director of the Company for a period of one year from the date of completion of existing tenure i.e. November 19, 2018, not liable to retire by rotation.”



Report on Results on Voting including e-voting on Postal Ballot

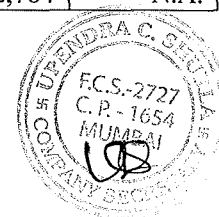
Resolution 1 (Ordinary Resolution):

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 Holding	Shares Voted	% of Shares Voted
1	Assent (Physical)	1,198	48.35	1,16,73,580	2.35	1,16,72,160	2.37
	Assent (E-voting)	1,166	47.05	48,41,05,001	97.59	47,95,93,733	97.56
1	SUB TOTAL	2,364	95.40	49,57,78,581	99.94	49,12,65,893	99.93
2	Dissent (Physical)	48	1.94	31,775	Negligible	31,775	Negligible
	Dissent (E-voting)	66	2.66	2,71,173	0.06	2,71,173	0.07
2	SUB TOTAL	114	4.60	3,02,948	0.06	3,02,948	0.07
	TOTAL	2,478	100.00	49,60,81,529	100.00	49,15,68,841	100.00
3	Invalid	106	N.A.	42,784	N.A.	42,784	N.A.

Note: The e-votes casted by Oil and Natural Gas Corporation Limited (ONGC) has not been taken into consideration for this purpose since ONGC being a Related Party as defined under Sec. 2 (76) of the Companies Act, 2013 read with Regulation 2 (1) (zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolution 2 (Special Resolution):

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 Shares Voted
1	Assent (Physical)	1,153	47.41	1,16,47,855	0.92	1,16,46,441	0.92
	Assent (E-voting)	1,149	47.24	126,29,60,956	99.06	125,84,49,688	99.06
1	SUB TOTAL	2,302	94.65	127,46,08,811	99.98	127,00,96,129	99.98
2	Dissent (Physical)	41	1.69	26,399	Negligible	26,399	Negligible
	Dissent (E-voting)	89	3.66	2,96,491	0.02	2,96,491	0.02
2	SUB TOTAL	130	5.35	3,22,890	0.02	3,22,890	0.02
	TOTAL	2,432	100.00	127,49,31,701	100.00	127,04,19,019	100.00
3	Invalid	106	N.A.	42,784	N.A.	42,784	N.A.



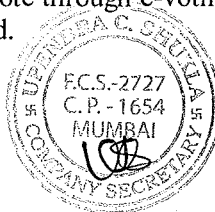
Hindustan Petroleum Corporation Ltd - Postal Ballot

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 04/01/2019, 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 Member has signed the postal ballot form instead of the first named Member, the vote cast by the joint named Members is considered.
4. Where a Member has voted for less number of shares than his actual shareholding, the numbers of shares (votes) indicated/cast were only considered.

BASIS OF REJECTION

1. Where a ballot form is not signed.
2. Specimen signature of the Member differs materially with that of the signature in the ballot form.
3. Where a Member has not put any tick mark on either assent or dissent.
4. Where a Member 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 Member has casted vote through e-voting as also through the ballot paper, vote casted through ballot paper was rejected.




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

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)			1 - For Entering into Material Related Party Transactions with M/s. HPCL Mittal Energy Limited for the Financial Year 2019-2020 by passing of an Ordinary Resolution in compliance of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0	0.0000
Public Institutions	E-Voting	560235152	467009892	83.3596	466761859	248033	99.9469	0.0531
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		467009892	83.3596	466761859	248033	99.9469	0.0531
Public Non Institutions	E-Voting	963587473	12855014	1.3341	12831874	23140	99.8200	0.1800
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		11703935	1.2146	11672160	31775	99.7285	0.2715
	Total		24558949	2.5487	24504034	54915	99.7764	0.2236
Total		1523822625	491568841	32.2589	491265893	302948	99.9384	0.0616

The e-votes casted by Oil and Natural Gas Corporation Limited (ONGC) has not been taken into consideration for the above since ONGC being a Related Party as defined under Sec. 2 (76) of the Companies Act, 2013 read with Regulation 2 (1) (zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Hindustan Petroleum Corporation Limited

Resolution Required : (Special)			2 - For Reappointment of Shri Ram Niwas Jain as an Independent Director on the Board of HPCL by passing of a Special Resolution in compliance of provisions of Sec. 149 (10) of the Companies Act, 2013.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0	0.0000
Public Institutions	E-Voting	560235152	467035736	83.3642	466766035	269701	99.9423	0.0577
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		467035736	83.3642	466766035	269701	99.9423	0.0577
Public Non Institutions	E-Voting	963587473	791710443	82.1628	791683653	26790	99.9966	0.0034
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		11672840	1.2114	11646441	26399	99.7738	0.2262
	Total		803383283	83.3742	803330094	53189	99.9934	0.0066
Total		1523822625	1270419019	83.3705	1270096129	322890	99.9746	0.0254