



# 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 • तार : हिन्दपेटकॉर, • टेलिक्स - 82414, 85096  
17, Jamshedji Tata Road, P.O. Box No. - 11041, Mumbai - 400 020. Tel. : 2286 3900 • Fax : 2287 2992 • Telegram : Hindpetcor • Telex : 82414, 85096  
e-mail : corphq@hpcl.co.in / CIN No.: L23201MH1952GOI008858

Ref.: Co.Secy./VM/201/2015

September 11, 2015

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

Script Code : 500104

**Sub. Details regarding voting  
results at AGM of the  
Corporation held on  
September 10, 2015**

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 Sirs,

In compliance of Section 108 of the Companies Act 2013 read with Companies (Management and Administration) Amendment Rules, 2015 & in compliance of Clause 35A of the Listing Agreement, we are forwarding herewith details regarding the voting Results of Annual General Meeting as per the format specified under clause 35A of the Listing Agreement in **Annexure I** along with report of the Scrutinizer.

The results of the Voting is also hosted on the company's website [www.hindustanpetroleum.com](http://www.hindustanpetroleum.com).

This is submitted for your information and records.

Thanking you,

Very truly yours,

**Shrikant M. Bhosekar  
Company Secretary**

Encl: a/a

**ANNEXURE I**

**DETAILS OF VOTING RESULTS IN COMPLIANCE OF CLAUSE 35A OF THE LISTING AGREEMENT.**

**Date of the AGM** : September 10, 2015.

**Total Number of Shareholders on record Date:** 97592

**No. of Shareholders present in the meeting either in person or through proxy:**

Promoters and Promoter Group: 01  
Public : 344 Members & 07 Proxies

**No. of Shareholders attended the meeting through Video Conferencing:** Not Applicable.

Promoters and Promoter Group :  
Public :

**Details of the Agenda:**

**Item No. 1: To receive, consider and adopt the Audited Financial Statement of the Corporation for the Financial Year ended March 31, 2015 and report of the Board of Directors and Auditors thereon.**

Resolution Required : Ordinary  
Mode of Voting : Remote evoting & Ballot Form at the AGM.

**Details of Voting:**

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=((2)/(1))*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=((4)/(2))*100	% of Votes against on votes polled. (7)=((5)/(2))*100
Promoter and Promoter Group	173076750	173076750	100.00	173076750	0	100.00	0.00
Public – Institutional Holders	116721479	80761685	69.19	80051173	710512	99.12	0.88
Public – Others	48829021	8108328	16.61	8108222	106	100.00	0.00
Total	338627250	261946763	77.36	261236145	710618	99.72	0.28

**Item No. 2: To declare Equity Dividend for the Financial Year 2014-15**

Resolution Required  
Mode of Voting

: Ordinary  
: Remote voting & Ballot Form at the AGM.

**Details of Voting:**

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=((2)/(1))*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=((4)/(2))*100	% of Votes against on votes polled. (7)=((5)/(2))*100
Promoter and Promoter Group	173076750	173076750	100.00	173076750	0	100.00	0.00
Public – Institutional Holders	116721479	82364185	70.56	82364185	0	100.00	0.00
Public – Others	48829021	8108074	16.61	8107604	470	99.99	0.00
Total	338627250	263549009	77.83	263548539	470	100.00	0.00

**Item No. 3: To appoint a Director in place of Shri K.V. Rao (DIN05340626) who retires by rotation and is being eligible offer himself for reappointment.**

Resolution Required  
Mode of Voting

: Ordinary  
: Remote voting & Ballot Form at the AGM.

**Details of Voting:**

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=((2)/(1))*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=((4)/(2))*100	% of Votes against on votes polled. (7)=((5)/(2))*100
Promoter and Promoter Group	173076750	173076750	100.00	173076750	0	100.00	0.00
Public – Institutional Holders	116721479	82364185	70.56	45085211	37278974	54.74	45.26
Public – Others	48829021	8108248	16.61	5016547	3091701	61.87	38.13
Total	338627250	263549183	77.83	223178508	40370675	84.68	15.32

**Item No. 4: To appoint a Director in place of Shri B.K. Namdeo (DIN06620620) who retires by rotation and is being eligible offer himself for reappointment.**

Resolution Required  
Mode of Voting

: Ordinary  
: Remote evoting & Ballot Form at the AGM.

**Details of Voting:**

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=((2)/(1))*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=((4)/(2))*100	% of Votes against on votes polled. (7)=((5)/(2))*100
Promoter and Promoter Group	173076750	173076750	100.00	173076750	0	100.00	0.00
Public – Institutional Holders	116721479	82283585	70.50	57803813	24479772	70.25	29.75
Public – Others	48829021	8107299	16.60	5355301	2751998	66.06	33.94
<b>Total</b>	<b>338627250</b>	<b>263467634</b>	<b>77.80</b>	<b>236235864</b>	<b>27231770</b>	<b>89.66</b>	<b>10.34</b>

**Item No. 5: To approve payment of Rs.30 lakhs as remuneration payable to the Statutory Auditors of the Company to be appointed by the Comptroller & Auditor General of India 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.**

Resolution Required  
Mode of Voting

: Ordinary  
: Remote evoting & Ballot Form at the AGM.

**Details of Voting:**

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=((2)/(1))*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=((4)/(2))*100	% of Votes against on votes polled. (7)=((5)/(2))*100
Promoter and Promoter Group	173076750	173076750	100.00	173076750	0	100.00	0.00
Public – Institutional Holders	116721479	82364185	70.56	80340127	2024058	97.54	2.46
Public – Others	48829021	8107653	16.60	8106808	845	99.99	0.01
<b>Total</b>	<b>338627250</b>	<b>263548588</b>	<b>77.80</b>	<b>261523685</b>	<b>2024903</b>	<b>99.23</b>	<b>0.77</b>

**Item No. 6: Appointment of Shri Y.K. Gawali (DIN 05294482) as Director of the Corporation.**

Resolution Required  
Mode of Voting

: Ordinary  
: Remote voting & Ballot Form at the AGM.

**Details of Voting:**

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=((2)/(1))*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=((4)/(2))*100	% of Votes against on votes polled. (7)=((5)/(2))*100
Promoter and Promoter Group	173076750	173076750	100.00	173076750	0	100.00	0.00
Public – Institutional Holders	116721479	82283585	70.50	56045398	26238187	68.11	31.89
Public – Others	48829021	8108249	16.60	5357123	2751126	66.07	33.93
Total	338627250	263468584	77.80	234479271	28989313	88.99	11.01

**Item No. 7: Appointment of Shri Sandeep Poundrik (DIN 01865958) as Director of the Corporation.**

Resolution Required  
Mode of Voting

: Ordinary  
: Remote voting & Ballot Form at the AGM.

**Details of Voting:**

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=((2)/(1))*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=((4)/(2))*100	% of Votes against on votes polled. (7)=((5)/(2))*100
Promoter and Promoter Group	173076750	173076750	100.00	173076750	0	100.00	0.00
Public – Institutional Holders	116721479	82364185	70.56	55475998	26888187	67.35	32.65
Public – Others	48829021	8108044	16.60	5343204	2764840	65.90	34.10
Total	338627250	263548979	77.83	233895952	29653027	88.75	11.25

**Item No. 8: Payment of Remuneration to Cost Auditors for Financial Year 2015-16**

Resolution Required : Ordinary  
 Mode of Voting : Remote voting & Ballot Form at the AGM.

**Details of Voting:**

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=((2)/(1))*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=((4)/(2))*100	% of Votes against on votes polled. (7)=((5)/(2))*100
Promoter and Promoter Group	173076750	173076750	100.00	173076750	0	100.00	0.00
Public – Institutional Holders	116721479	82364185	70.56	80377165	1987020	97.59	2.41
Public – Others	48829021	8108284	16.61	8107819	465	99.99	0.01
<b>Total</b>	<b>338627250</b>	<b>263549219</b>	<b>77.83</b>	<b>261561734</b>	<b>1987485</b>	<b>99.25</b>	<b>0.75</b>

**Item No. 9: Approval for Material Related Party Transactions.**

Resolution Required : Special  
 Mode of Voting : Remote voting & Ballot Form at the AGM.

**Details of Voting:**

Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=((2)/(1))*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=((4)/(2))*100	% of Votes against on votes polled. (7)=((5)/(2))*100
Promoter and Promoter Group	173076750	173076750	100.00	173076750	0	100.00	0.00
Public – Institutional Holders	116721479	82311185	70.52	82311185	0	100.00	0.00
Public – Others	48829021	8115028	16.62	8112362	2666	99.99	0.00
<b>Total</b>	<b>338627250</b>	<b>263502963</b>	<b>77.82</b>	<b>263500297</b>	<b>2666</b>	<b>100.00</b>	<b>0.00</b>

**UPENDRA SHUKLA**

B. Com., F. C. S.

Company Secretary

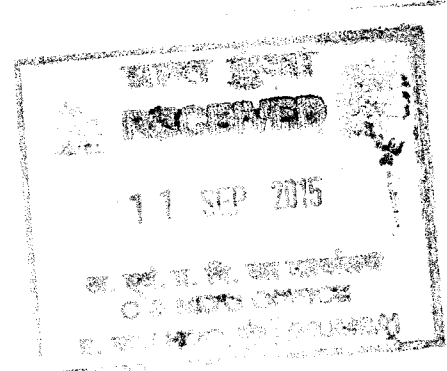
→ Co. Secy  
Result to be  
announced.

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

NU  
11/9/15

Recd. 11/9/2015  
Nishi V-d

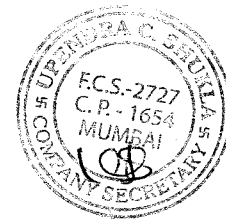
Ms. Nishi Vasudeva,  
Chairman & Managing Director,  
Hindustan Petroleum Corporation Limited,  
17, Jamshedji Tata Road,  
Mumbai - 400020



Dear Madam,

**Sub: Consolidated Report on remote e-voting and voting by Ballot paper conducted at the 63<sup>rd</sup> Annual General Meeting of Hindustan Petroleum Corporation Limited**

- 1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 as also the Listing Agreement, the Company had provided the facility of remote e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 63<sup>rd</sup> Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by Ministry of Corporate Affairs (MCA), voting by show of hands is not permitted at the general meeting where remote e-voting has been offered to the Shareholders. Therefore, at the 63<sup>rd</sup> Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of Ballot process.
- 3) I, Upendra C. Shukla, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process and to scrutinize the voting by means of Ballot process at the 63<sup>rd</sup> Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on remote e-voting as also on Ballot process carried out for the resolutions proposed to be passed at the 63<sup>rd</sup> AGM of the Shareholders of the Company, held on Thursday, 10<sup>th</sup> September, 2015.
- 4) M/s. Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.
- 5) My responsibility as a scrutinizer for remote e-voting and voting by Ballot process, is also to make a Consolidated Report 'in favour' or 'against' all the resolutions placed before the 63<sup>rd</sup> AGM of the Company.
- 6) Based on the reports generated from the remote e-voting system provided by the National Securities Depository Limited (NSDL) and also votes cast on Ballot, I submit the consolidated results of the remote e-voting and the Ballot as under:



## UPENDRA SHUKLA

: 2 :

**Resolution No. 1:** Ordinary Resolution: 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 the Auditors thereon.

Mode of voting	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	522	25,45,11,892	99.72	8	7,10,608	0.28	6	18,16,951
Ballot	163	67,24,253	99.99	1	10	Negligible	1	10
Combined	685	26,12,36,145	99.72	9	7,10,618	0.28	7	18,16,961

**Conclusion :** Ordinary Resolution may be declared as passed.

**Resolution No. 2:** Ordinary Resolution: To declare Equity Dividend for the Financial Year 2014-15.

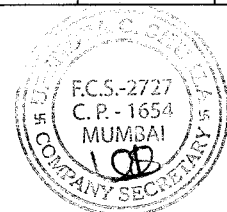
Mode of voting	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	528	25,68,24,706	100.00	4	30	Negligible	4	2,14,715
Ballot	163	67,23,833	99.99	2	440	Negligible	0	0
Combined	691	26,35,48,539	100.00	6	470	Negligible	4	2,14,715

**Conclusion :** Ordinary Resolution may be declared as passed.

**Resolution No. 3:** Ordinary Resolution: To appoint a Director in place of Mr. K.V. Rao (DIN 05340626), who retires by rotation and being eligible offers himself for re-appointment.

Mode of voting	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	355	21,64,54,250	84.28	175	4,03,70,665	15.72	6	2,14,536
Ballot	163	67,24,258	99.99	1	10	Negligible	1	5
Combined	518	22,31,78,508	84.68	176	4,03,70,675	15.32	7	2,14,541

**Conclusion :** Ordinary Resolution may be declared as passed.





: 3 :

**Resolution No. 4:** Ordinary Resolution: To appoint a Director in place of Shri B. K. Namdeo (DIN:06620620), who retires by rotation and being eligible offers himself for re-appointment.

Mode of voting	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	384	22,95,12,036	89.39	147	2,72,31,330	10.61	5	2,96,085
Ballot	162	67,23,828	99.99	2	440	Negligible	1	5
Combined	546	23,62,35,864	89.66	149	2,72,31,770	10.34	6	2,96,090

**Conclusion :** Ordinary Resolution may be declared as passed.

**Resolution No. 5:** Ordinary Resolution: To approve payment of ₹ 30 Lakhs as remuneration to the Statutory Auditors of the Company for the F.Y. 2015-16 and to authorize the Board of Directors for fixing remuneration of Statutory Auditors from F.Y. 2016-17 onwards.

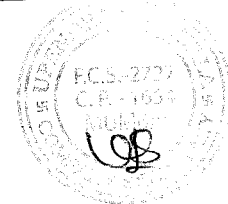
Mode of voting	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	492	25,48,00,032	99.21	39	20,24,893	0.79	5	2,14,526
Ballot	162	67,23,653	99.99	1	10	Negligible	2	610
Combined	654	26,15,23,685	99.23	40	20,24,903	0.77	7	2,15,136

**Conclusion :** Ordinary Resolution may be declared as passed.

**Resolution No. 6:** Ordinary Resolution: To appoint Shri Y. K. Gawali (DIN:05294482) as Director of the Corporation.

Mode of voting	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	373	22,77,55,013	88.71	159	2,89,89,303	11.29	4	2,95,135
Ballot	163	67,24,258	99.99	1	10	Negligible	1	5
Combined	536	23,44,79,271	88.99	160	2,89,89,313	11.01	5	2,95,140

**Conclusion :** Ordinary Resolution may be declared as passed.



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**Resolution No. 7: Ordinary Resolution: To appoint Shri Sandeep Poundrik (DIN:01865958) as Director of the Corporation**

Mode of voting	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	377	22,71,71,694	88.45	154	2,96,53,017	11.55	5	2,14,740
Ballot	163	67,24,258	99.99	1	10	Negligible	1	5
Combined	540	23,38,95,952	88.75	155	2,96,53,027	11.25	6	2,14,745

**Conclusion :** Ordinary Resolution may be declared as passed.

**Resolution No. 8: Ordinary Resolution: To pay remuneration to Cost Auditors for the F.Y. 2015-16.**

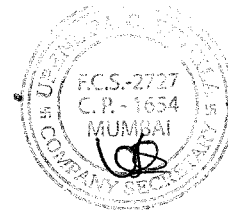
Mode of voting	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	503	25,48,37,486	99.23	29	19,87,475	0.77	4	2,14,490
Ballot	162	67,24,248	99.99	1	10	Negligible	2	15
Combined	665	26,15,61,734	99.25	30	19,87,485	0.75	6	2,14,505

**Conclusion :** Ordinary Resolution may be declared as passed.

**Resolution No. 9: Special Resolution: To approve Material Related Party transactions:**

Mode of voting	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	502	25,67,76,049	99.99	29	2,656	Negligible	5	2,60,746
Ballot	162	67,24,248	99.99	1	10	Negligible	2	15
Combined	664	26,35,00,297	100	30	2666	Negligible	7	2,60,761

**Conclusion :** Special Resolution may be declared as passed.

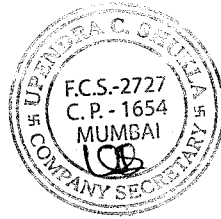


**UPENDRA SHUKLA**

: 5 :

- 7) 2 ballot papers out of 167 were rejected on the basis of signature mismatch and duplicate voting as reconciled with the records of Registrar and Transfer Agents, M/s. Link Intime (India) Ltd. There was no invalid vote.
- 8) A Compact Disc (CD) containing a list of Equity Shareholders, who voted 'For' and 'Against' through e-voting as also through Ballot process for each resolution, is kept ready for handing over to the Company Secretary.
- 9) Ballot papers and all other relevant records were sealed after scrutiny and are kept ready for handing over to the Company Secretary, HPCL.

Thanking you,



Yours faithfully,

A handwritten signature in black ink, appearing to be 'U.C. Shukla'.

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

Date: 10/09/2015  
Place: Mumbai