



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
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CIN No.: L23201MH1952GOI008858

Ref.: Co.Secy./VM/326/2017

September 16, 2017

Director – Investor Services & Listing,
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001 **Script Code : 500104**

Sub.: Annual Report 2016-2017

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**

Dear Sirs,

In compliance with Regulation 34 (1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we write to submit through your online platform the scan copy of Annual Report in pdf format, for the Financial Year 2016-2017, on its receipt, consideration and adoption, in the 65th Annual General Meeting of our Corporation which was held on September 15, 2017.

We request you to arrange to host the same on the website of Stock Exchanges.

Thanking you,

Very truly yours,

V. Murali
Dy. Company Secretary

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 4
Resi : 2611 8257
Mob.: 98211 25846
E-mail : ucshukla@rediffma

The Chairman and Managing Director,
Hindustan Petroleum Corporation Limited,
17, Jamshedji Tata Road,
Mumbai-400 020

Dear Sir,

Sub: Combined Report on E-voting and voting by Ballot Papers conducted at the 65th 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) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 as also Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-Voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the notice of 65th 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 e-Voting has been offered to the Shareholders. Therefore, at the 65th Annual General Meeting of the Company, voting was allowed by the Chairman and was conducted by means of Ballot.
- 3) I, Upendra C. Shukla, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I was also appointed as scrutinizer to scrutinize the voting by means of Ballot Papers at the 65th Annual General Meeting (AGM). The said appointment was for scrutinizing the voting and e-Voting process carried out for the resolutions proposed to be passed at the 65th AGM of the Shareholders of the Company, held on Friday, the 15th September, 2017.
- 4) M/s. Link Intime 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 voting on Ballot, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 65th AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the Central Depository Services (India) Ltd. (CDSL) and also votes cast on Ballot, I submit the consolidated report of the e-voting and the Ballot as under:

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Resolution No. 1: Ordinary Resolution: To consider and adopt the Audited Financial Statements of the Corporation for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	980	1216230727	100.00					
Ballot	108	10796304	100.00	3	117	0.00	1	42000
Combined	1088	1227027031	100.00	0	0	0.00	0	0
				3	117	0.00	1	42000

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 2: Ordinary Resolution: To confirm interim Equity dividends declared for Financial Year 2016-17 and to approve Final Equity Dividend for the Financial Year 2016-17

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	981	1220340718	100.00					
Ballot	108	10796304	100.00	3	702	0.00	0	0
Combined	1089	1231137022	100.00	0	0	0.00	0	0
				3	702	0.00	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Shri Sandeep Poundrik (DIN: 01865958) who retires by rotation and being eligible, offers himself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	562	993985776	81.45					
Ballot	108	10796304	100.00	424	226355602	18.55	2	42
Combined	670	1004782080	81.61	0	0	0.00	0	0
				424	226355602	18.39	2	42

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.



Resolution No. 4: Ordinary Resolution: To appoint a Director in place of Shri J. Ramaswamy (DIN: 06627920) who retires by rotation and being eligible, offers himself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	531	957425384	78.46	453	262915994	21.54	2	42
Ballot	108	10796304	100.00	0	0	0.00	0	0
Combined	639	968221688	78.64	453	262915994	21.36	2	42

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 5: Ordinary Resolution: To appoint Shri S. Jeyakrishnan (DIN: 07234397) as Director of the Corporation.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	677	1077530060	88.30	318	142811318	11.70	2	42
Ballot	108	10796304	100.00	0	0	0.00	0	0
Combined	785	1088326364	88.40	318	142811318	11.60	2	42

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 6: Ordinary Resolution: To appoint Shri Vinod S. Shenoy (DIN: 07632981) as Director of the Corporation

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	677	1077531043	88.30	318	142810335	11.70	2	42
Ballot	108	10796304	100.00	0	0	0.00	0	0
Combined	785	1088327347	88.40	318	142810335	11.60	2	42

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.



Resolution No. 7: Ordinary Resolution: To appoint Smt. Asifa Khan (DIN: 07730681) as an Independent Director of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	933	1204425746	99.41					
Ballot	106	10796288	100.00	40	7207040	0.59	11	8708634
Combined	1039	1215222034	99.41	2	16	0.00	0	0
				42	7207056	0.59	11	8708634

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 8: Ordinary Resolution: To appoint Shri G.V.Krishna (DIN: 01640784) as an Independent Director of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	940	1184412882	97.75					
Ballot	107	10796303	100.00	33	27219904	2.25	11	8708634
Combined	1047	1195209185	97.77	1	1	0.00	0	0
				34	27219905	2.23	11	8708634

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 9: Ordinary Resolution: To appoint Dr. Trilok Nath Singh (DIN: 07767209) as an Independent Director of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	940	1187043104	97.97					
Ballot	107	10796303	100.00	33	24589682	2.03	11	8708634
Combined	1047	1197839407	97.99	1	1	0.00	0	0
				34	24589683	2.01	11	8708634

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.



Resolution No. 10: Ordinary Resolution: To approve the payment of remuneration to Cost Auditors for Financial Year 2017-18

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	970	1217709096	99.78	12	2632239	0.22	2	85
Ballot	107	10796303	100.00	1	1	0.00	0	0
Combined	1077	1228505399	99.79	13	2632240	0.21	2	85

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 11: Ordinary Resolution: To approve Material Related Party Transactions.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	957	1220153413	99.99	23	163147	0.01	4	24860
Ballot	107	10796303	100.00	1	1	0.00	0	0
Combined	1064	1230949716	99.99	24	163148	0.01	4	24860

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 12: Special Resolution: To Borrow funds upto Rs.6000 crores through issue of Debentures/ Bonds etc.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	924	1211963181	99.31	63	8378239	0.69	0	0
Ballot	103	10791955	99.99	3	1501	0.01	2	2848
Combined	1027	1222755136	99.32	66	8379740	0.68	2	2848

Since combined number of votes cast in favour of the resolution is three times more than number of votes cast against the resolution, the said special resolution may be declared passed.




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- 7) Out of 114 ballot papers, 6 ballot papers were rejected on account of 'non marking of assent and/or dissent by shareholder' (2 cases) and 'signature mismatch' (4 cases) as reconciled with the records of the Registrar and Share Transfer Agent, M/s. Link Intime Pvt. Ltd.
- 8) A list of Equity Shareholders, who voted through e-voting and through Ballot is kept ready for handing over to the Company Secretary.
- 9) Ballot papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you,



Yours faithfully,


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

Date: 15th September, 2017
Place: Mumbai