



Hindustan Petroleum Corporation Limited

## 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](http://www.hindustanpetroleum.com) E-mail: [corphqo@hpcl.co.in](mailto:corphqo@hpcl.co.in)  
Tel: 22863900 Fax: 22872992  
(CIN : L23201MH1952GOI008858)

### NOTICE

NOTICE is hereby given that the **62nd ANNUAL GENERAL MEETING** of the Shareholders of Hindustan Petroleum Corporation Limited will be held on September 05, 2014 at 11.00 A.M. at Y.B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannathrao Bhonsle 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, 2014 and Reports of the Board of Directors and Auditors thereon.
2. To declare Equity Dividend for the Financial Year 2013-14.
3. To appoint a Director in place of Dr. Subhash Chandra Khuntia (DIN:05344972), who retires by rotation and is eligible for reappointment.
4. To appoint a Director in place of Shri Pushp Kumar Joshi (DIN:05323634) who retires by rotation and is eligible for reappointment.

#### SPECIAL BUSINESS :

5. 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 Rules framed thereunder, and as amended from time to time, and such other permissions as may be necessary, the payment of the remuneration of ₹ 2,95,000/- (Rupees Two Lac Ninety Five Thousand Only) with applicable Service Tax plus reimbursement of out of pocket expenses at actuals plus applicable service tax, to M/s. R. Nanabhoy & Company & Mr. Rohit J. Vora who were appointed by the Board of Directors of the Company, as “Cost Auditors” to conduct the audit of the cost records maintained by the Company for Financial Year ending March 31, 2015, be and is hereby ratified and approved.

**By Order of the Board,**

Date : August 05, 2014  
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. 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.  
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 person or shareholder.



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2. The Explanatory Statement made pursuant to Section 102 (1) of the Companies Act, 1956 in respect of the item No. 5 of the Notice is annexed herewith.
3. Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2013-14, if approved at the meeting, will be payable to those eligible members whose names appear :
  - (1) As Beneficial owners, as on August 13, 2014 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 September 05, 2014 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 August 13, 2014.
  - (3) In terms of circular no. MRD/DoP/Cir-05/2009 dated 20th May, 2009 issued by Securities and Exchange Board of India (SEBI), it is now mandatory for the transferee(s) of the physical shares to furnish copy(ies) of PAN card(s) for registration of transfer of shares. Transferee(s) are requested to furnish copy(ies) of PAN card(s) along with Share Transfer Deed duly completed and physical share certificate(s).
4. Shareholders to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. In case of others, copies of Annual Reports shall be made available at the venue of the Meeting.
5. Shareholders / Proxies attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder, the Shareholders are provided with the facility to cast their vote electronically, through the e-Voting platform provided by NSDL on all the resolutions set forth in this notice. The e-Voting shall commence on August 26, 2014 and end on August 28, 2014. The e-Voting module shall be disabled by NSDL for e-Voting thereafter. During this period, Shareholders of the Company holding shares either in Physical Form or in dematerialised form as on July 25, 2014 may cast their vote electronically.

The results declared along with Scrutinizer Report shall be placed on the Company's website and on the NSDL website within two days of passing of the Resolutions at AGM and communicated to NSE and BSE where the shares of the company are listed.

For exercising e-Voting facility, the User ID and initial password are provided at the bottom of the 'Admission Slip cum Proxy Form' and the detailed procedure is enumerated below.

### **E- VOTING**

#### **In case of shareholders' receiving e-mail from NSDL:**

- (i) Open e-mail and open PDF file viz; "HPCL e-Voting.pdf" with your client ID or Folio No. as password containing. Please note the User ID and initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on "Shareholder Login"
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



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- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select “EVEN” of Hindustan Petroleum Corporation Limited
- (viii) Now you are ready for e-Voting as “Cast Vote page” opens
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [hpclscrutinizer@gmail.com](mailto:hpclscrutinizer@gmail.com), [hpclvoting@hpcl.co.in](mailto:hpclvoting@hpcl.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **In case of shareholders’ receiving documents by Post.**

Initial password is provided at the bottom of the ‘Admission Slip cum Proxy Form.’ Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for Shareholders available at the ‘download’ sections of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on (022) 24994433.

### 7. (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 on point no. (11) below.

### (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.

- 8. 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 recent circular Ref. No. CIR/CFD/DIL/7/2011 dated November 05 2011 issued by Securities and Exchange Board of India (SEBI) and under the provisions of 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. 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/ R & T Agents.
- 9. (a) The Securities and Exchange Board of India (SEBI) vide circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 have advised all the concerned to use electronic mode of payment for making cash payment to the investors. 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. .  
(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](http://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 in note no. (11) below along with attachments. Form can also be obtained from our R&T Agents.



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- (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.
10. 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 Year	Month and Year of Transfer to the Fund
06.09.2007	2006-07 (Final)	Oct. 2014
22.09.2008	2007-08 (Final)	Oct. 2015
28.08.2008	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

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.

In view of the above regulation, the shareholders who are yet to encash the dividend 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.

11. 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

12. **Appointment / Re-appointment of Directors**

At the ensuing Annual General Meeting, Dr. Subhash Chandra Khuntia, Shri Pushp Kumar Joshi, retire by rotation and being eligible, offer themselves for re-appointment.



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

Explanatory Statement with respect to item covered under Special Business covered in the Notice of Meeting is given below:

5. The Board, on the recommendations of the Audit Committee, has approved the appointments and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 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	<b>M/s. R. Nanabhoy &amp; Co.</b> Jer Mansion, 1st floor, 70 August Kranti Marg, Mumbai – 400 036.	1,60,000/-*
2.	Mazgaon, Haybunder, Sewree, Silvassa, Budge, Ramnagar & Chennai Lube Blending Plants and CNG Mother Station at Ahmedabad	<b>Mr. Rohit J Vora</b> 1103 Raj Sunflower Royal Complex, Eksar Road, Borivali (West), Mumbai – 400 092.	1,35,000/-*
		Total	2,95,000/-

\* with applicable Service Tax plus reimbursement of out of pocket expenses at actuals plus 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 sought for passing an Ordinary Resolution as set out at item no. 5 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, 2015. 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. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval by the shareholders.

**By Order of the Board,**

Date : August 05, 2014  
Regd. Office : 17, Jamshedji Tata Road  
Churchgate, Mumbai - 400 020

**Shrikant M. Bhosekar**  
Company Secretary



## ANNEXURE TO ITEMS 3 & 4 OF THE NOTICE

Details of Directors seeking appointment / reappointment at the 62nd Annual General Meeting in pursuance of Clause 49 of the Listing Agreement.

Name of the Director	Dr. Subhash Chandra Khuntia	Shri Pushp Kumar Joshi
Date of Birth	21.11.1957	08.08.1964
Nationality	Indian	Indian
Date of Appointment on the Board	03.08.2012	01.08.2012
Qualification	IAS Post Graduate in Physics, Computer Science, Economics & Sociology, Ph.D. in Economics	B.A.LLB, PG (PM&IR) XLRI Jamshedpur
List of Directorship in other Companies	<ol style="list-style-type: none"> <li>1. Indian Oil Corporation Limited</li> <li>2. Indian Strategic Petroleum Reserves Limited</li> <li>3. Oil and Natural Gas Corporation Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Prize Petroleum Co.Limited</li> <li>2. CREDA HPCL Bio Fuel Limited</li> <li>3. HPCL Biofuels Limited</li> <li>4. HPCL Rajasthan Refinery Limited</li> <li>5. Bhagyanagar Gas Limited</li> <li>6. Aavantika Gas Limited</li> <li>7. South Asia LPG Co.Pvt. Limited</li> <li>8. HPCL Shapoorji Energy Limited</li> <li>9. Hindustan Colas Limited</li> </ol>