

Minutes of the 62st AGM held on September 05, 2014 at Mumbai

MINUTES OF THE 62nd ANNUAL GENERAL MEETING OF HINDUSTAN PETROLEUM CORPORATION LIMITED HELD ON THURSDAY, SEPTEMBER 05, 2014 AT 11.00 AM AT Y B CHAVAN AUDITORIUM AT YESHWANTRAO CHAVAN PRATISHTHAN, GENERAL JAGANNATHRAO BHONSLE MARG, MUMBAI – 400 021

PRESENT :

Ms. Nishi Vasudeva	:	Chairman & Managing Director
Shri Pushp Joshi	:	Director (Human Resources)
Shri K V Rao	:	Director (Finance)
Shri B K Namdeo	:	Director (Refineries)
Shri A C Mahajan	:	Director & Chairman, Audit Committee
Dr. Gitesh K Shah	:	Director
Shri Shrikant M Bhosekar	:	Company Secretary

Invitees :

Shri Y. P. Dandiwala	:	Sr. Partner M/s. Mulla & Mulla, Craigie, Blunt & Caroe, Advocates & Solicitors, Mumbai
Shri Upendra Shukla	:	Practicing Company Secretary, Scrutinizer

The President of India represented by Ms Sushma Rath, Director (D&MC) from the Ministry of Petroleum & Natural Gas, New Delhi, was present.

Other individual & institutional shareholders numbering 251 in person and 21 through proxies were present.

Ms Nishi Vasudeva, Chairman & Managing Director, occupied the Chair. Upon confirmation by the Company Secretary that the quorum was present, the Meeting commenced. The Chairman then introduced the other Directors present to the Members.

The Chairman then welcomed the Members present and stated that with their permission, the Notice of the Meeting, Directors' Report and Auditors' Report which has been already circulated to them may be taken as read. This was agreed to by the Members and Notice convening the 62nd Annual General Meeting, Directors' Report and Auditors' Report were taken as read.

The Chairman then requested the Company Secretary to read the comments of the Comptroller & Auditor General of India on the 2013-14 Annual Accounts of the Corporation made under Section 619(4) of the Companies Act, 1956.

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The comments of C&AG were then read out by the Company Secretary. The Company Secretary stated that the Corporation has received 'Nil' comments from the Comptroller & Auditor General of India on the Accounts of the Corporation for the Financial Year 2013-14.

The Chairman then addressed the Shareholders covering inter-alia the following key areas :

- Indian Economy & Oil Sector
- HPCL Performance
- Projects completed during the year
- Health, Safety and Environment
- Sustainability & CSR
- Risk Management
- Corporate Governance
- Human Resources
- Future Plans
- The Chairman on behalf of the Board of Directors also acknowledged MOP&NG, New Delhi and all other Government and Regulatory authorities for their valuable guidance and continued support during 2013-14. The Chairman also sincerely thanked all the Shareholders , Customers, Dealers , Distributors and also employees of the Corporation for their support and confidence reposed in the Board.

The Chairman stated that pursuant to the coming into force of the provisions relating to General Body Meetings under the Companies Act, 2013 & the rules made thereunder, it is not permissible for a Company, to have any voting by show of hands. As required under the law, the Company had made available necessary facility to enable Members to cast their votes electronically. The Company had appointed Shri Upendra Shukla, a Practising Company Secretary as "Scrutinizer" for e-Voting process conducted in respect of items to be transacted at this Annual General Meeting and Shri Shukla has given his report. As per the said report, the votes cast are sufficient to pass all the Resolutions with the requisite majority.

The Chairman further stated that as mentioned aforesaid, there would not be any voting by show of hands. However, in order to enable the members, who are present in the meeting and who had not casted their votes electronically she would like to exercise her prerogative as Chairman of the meeting to hold the poll. Chairman further announced that for casting such votes, the requisite ballot papers are made available to the members and advised Company Secretary to explain the ballot process.

The Ballot Process was then explained by the Company Secretary as under:-

1. Shareholders / proxies who have not exercised their e-vote can cast their vote thru Ballot paper circulated.
2. Shri Upendra Shukla, Member and Mr Bankim to be the Scrutinizers.
3. The Scrutinizers to check Empty Ballot Box and ensure locking and its safe custody.
4. Ballot Box being kept near Exit for facilitating putting ballot papers.

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The Meeting then took up for consideration the items on the Agenda :

Item No.1

The Chairman proposed the following Resolution as an Ordinary Resolution for adoption of Financial Statements of the Corporation for the F.Y. 2013-14

“Resolved that the Audited Financial Statements including the Profit & Loss Account for the year ended on 31st March 2014 together with the Director’s and Auditor’s Report thereon, be and are hereby received, approved and adopted.”

Ms. Sushma Rath seconded the Resolution

The Chairman then stated that the Members present may raise their queries, if any, or seek any clarification on the details presented in the Annual Report and on the other items listed for consideration in the Notice convening the 62nd Annual General Meeting.

Amongst the shareholders present, Ms. Homa Beruz, Ms.H Patel, Ms Smita B Shah, S/Shri Hiranand Kotwani, Suresh Kamath, P S Mapara, Naresh G Vaze, Ashok Kumar Taleja, Prakash V Vazirani, Sharad Vartak, Mahesh Chandna, A K Lokapur, Mihir M Manik, Shailesh Mehta, L M Motwani, Faiyaz Virani, Vinod Dadlani, Beruz Pouredeh, Shamsheer Singh Dasauni, Adil Polad, Ghansyam Bharucha, Adi Billimoria, P K Vakil, P K Agnihotri, Bharat Shah, Yusuf Rangwala, Kirti Shah, Dinesh Bhatia, Vinay Bhide, Sudhir Vartak, Hariram Chaudhry, Kumar Advani, Ronald Fernandes, Naresh Govind Vaze and Capt S M Divekar, made interalia certain observations and raised certain queries as under :

- Issue of Bonus Shares
- Expansion plans of the Company
- Present and future borrowing position of the Company
- Impact of piped gas on the LPG business
- Performance of Subsidiary Companies and their contribution in the form of dividends
- Expansion of Mumbai Refinery for decongestion of facilities
- Setting up of the Refinery facilities elsewhere by selling of refinery land.
- Cost of capital / Return on equity
- LPG and Kerosene subsidy details
- Dues from the airlines such as Kingfisher, Spice jet
- Presence of Independent Directors in the AGM
- Exchange rate variation of hedging carried out
- Increase in share capital of subsidiary company HPCL Biofuels Limited – reasons for blocking capital
- VR accident details

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- Performance of MR and VR and its comparison on parameters like Fuel and Loss
- Status of implementation of M B Lal Committee recommendations
- Plans for enhancement of refining capacity
- Total number of shut downs in the refineries
- Investment Plans in E&P foray
- GPRS facility for monitoring of the tankers
- CSR Initiatives
- No of people recruited/retired and removed during the year etc.

Chairman and the Functional Directors present answered the queries raised / provided clarifications to the Shareholders.

Item No.2

The Chairman proposed for consideration Item No. 2 of the Notice regarding declaration of Equity Dividend for the Financial Year 2013-14. She stated that the Board of Directors have recommended a dividend of Rs.15.50/- per share on the paid-up Equity Shares Capital for the Financial Year 2013-14 to the eligible shareholders. Chairman then requested the Members to second the following Resolution as an Ordinary Resolution:

“Resolved that the Equity Dividend at the rate of Rs.15.50 per equity share of Rs.10/- each be and is hereby approved and is declared out of the profits of the Corporation for the year ended 31st March 2014, and the dividend be paid to the eligible equity shareholders whose name(s) stand on the Register of Members as on the date of Book Closure fixed for the purpose of determining eligibility for payment of dividend”

Mr. Hiranand Kotwani seconded the Resolution

Item No.3

The Chairman proposed for consideration Item No.3 of the Notice regarding appointment of Dr S.C. Khuntia, Director of the Corporation, retiring by rotation and eligible for reappointment and requested the Members to second the following Resolution as an Ordinary Resolution :

“RESOLVED that Dr. S C Khuntia, Director of the Corporation who retires by rotation and being eligible for appointment be and is hereby reappointed as the Director of the Corporation liable to retire by rotation”

Mr Ronald Fernandes seconded the Resolution

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Item No.4

The Chairman proposed for consideration Item No.4 of the Notice regarding appointment of Shri Pushp Kumar Joshi, Director of the Corporation, retiring by rotation and eligible for reappointment and requested the Members to second the following Resolution as an Ordinary Resolution:

“RESOLVED that Shri Pushp Kumar Joshi, Director of the Corporation who retires by rotation and being eligible for appointment be and is hereby reappointed as the Director of the Corporation liable to retire by rotation”.

Mrs H Patel seconded the Resolution

Item No.5

The Chairman proposed for consideration Item No.5 of the Notice regarding payment of Remuneration to the Cost Auditors for the Financial Year 2014-15, and requested the Members to second 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 Rs.295000/- (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 and 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.

Mr Bimal Kumar Agarwal seconded the Resolution

The Chairman stated that the combined final results of the voting on the Agenda items of the 62nd Annual General Meeting (both e-voting and voting by poll) will be announced separately and that the same would be placed on the website of the Corporation and also on the website of NSDL within 2 days. Chairman also stated that the results would also be forwarded to the Stock Exchanges i.e. BSE and NSE.

With all the items of the agenda being transacted, the Chairman requested Shri Pushp Kumar Joshi, Director – Human Resources to propose a Vote of thanks.

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Shri Pushp Kumar Joshi thereafter proposed a Vote of thanks. He thanked all the Shareholders present and in particular the representative of the President of India, Ms. Sushma Rath, Shri A C Mahajan, and Dr. Gitesh K Shah, Independent Directors for making it convenient to attend the 62nd Annual General Meeting . Shri Pushp Kumar Joshi also thanked Ms. Nishi Vasudeva, C&MD for presiding over the meeting.

The Chairman thereafter declared the meeting as concluded.

Shrikant M Bhosekar
Company Secretary

Nishi Vasudeva
Chairman & Managing Director

Mumbai
September 30, 2014