



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, • टेलेक्स - 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 : corphqo@hpcl.co.in / CIN No.: L23201MH1952GOI008858

Ref.: Co.Secy./VM/286/2017

August 23, 2017

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: Notice of 65th Annual General Meeting of our Corporation scheduled to be held on Friday, September 15, 2017

Dear Sirs,

In Compliance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we write to forward herewith Notice of 65th Annual General Meeting of our Corporation, which is being sent to the Shareholders of the Corporation.

This is for your information and records.

Thanking you,

Very truly yours,

Shrikant M. Bhosekar
Company Secretary

Encl: a/a



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 E-mail: corphqo@hpcl.in Tel: (022) 22863900 Fax: (022) 22872992

(CIN: L23201MH1952GOI008858)

NOTICE

NOTICE is hereby given that the 65th ANNUAL GENERAL MEETING of the Members of Hindustan Petroleum Corporation Limited will be held on Friday, September 15, 2017 at 11.00 A.M. at Y.B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannathrao Bhosale 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, 2017 and Reports of the Board of Directors and Auditors thereon,
2. To confirm Interim Equity Dividends declared during Financial Year 2016-2017 and to approve Final Equity Dividend for the Financial Year 2016-2017
3. To appoint a Director in place of Shri Sandeep Poundrik (DIN01865958), who retires by rotation and being eligible, offers himself for reappointment,
4. To appoint a Director in place of Shri J. Ramaswamy (DIN06627920), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

5. Appointment of Shri S. Jeyakrishnan (DIN07234397) as Director of the Corporation.

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 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 112 of Articles of Association of the Company, Shri S. Jeyakrishnan (DIN:07234397) who was appointed as an Additional Director and also as Whole Time Director (Director Marketing), of the Company by the Board of Directors with effect from 01.11.2016 and who holds the said office under the said Article and pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or upto the last date on which the Annual General Meeting for Financial Year 2016-2017 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

6. Appointment of Shri Vinod S. Shenoy (DIN07632981) as Director of the Corporation.

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 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 112 of Articles of Association of the Company, Shri Vinod S. Shenoy (DIN:07632981) who was appointed as an Additional Director and also as Whole Time Director (Director Refineries), of the Company by the Board of Directors with effect from 01.11.2016 and who holds the said office under the said Article and pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or upto the last date on which the Annual General Meeting for Financial Year 2016-2017 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.



Notice of Annual General Meeting

7. Appointment of Smt. Asifa Khan (DIN07730681) as an Independent Director of the Corporation.

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 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 112 of Articles of Association of the Company, Smt. Asifa Khan (DIN: 07730681) who was appointed as an Additional Director and also as an Independent Director of the Company, by the Board of Directors with effect from 13.02.2017 and who holds the said office under the said Article and pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or upto the last date on which the Annual General Meeting for Financial Year 2016-2017 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose her as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.

8. Appointment of Shri G.V. Krishna (DIN01640784) as an Independent Director of the Corporation.

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 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 112 of Articles of Association of the Company, Shri G.V. Krishna (DIN: 01640784) who was appointed as an Additional Director and also as an Independent Director of the Company, by the Board of Directors with effect from 13.02.2017 and who holds the said office under the said Article and pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or upto the last date on which the Annual General Meeting for Financial Year 2016-2017 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.

9. Appointment of Dr. Trilok Nath Singh (DIN07767209) as an Independent Director of the Corporation.

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 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 112 of Articles of Association of the Company, Dr. Trilok Nath Singh (DIN: 07767209) who was appointed as an Additional Director and also as an Independent Director of the Company, by the Board of Directors with effect from 20.03.2017 and who holds the said office under the said Article and pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or upto the last date on which the Annual General Meeting for Financial Year 2016-2017 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation

10. Payment of Remuneration to Cost Auditors for Financial Year 2017-2018

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 Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other permissions as may be necessary, the payment of the remuneration of ₹ 2,95,000 plus reimbursement of out of pocket expenses at actuals plus applicable GST payable to M/s. ABK & Associates and M/s. Dhananjay V. Joshi & Associates, who were appointed as "Cost Auditors" to conduct the audit of Cost Records maintained by the Company for Financial Year ending March 31, 2018, pertaining to various units as applicable and detailed in the statement annexed to the said notice, be and is hereby ratified and approved.



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11. Approval for Material Related Party Transactions:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to Regulation 23 and such other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) 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 M/s. HPCL Mittal Energy Limited for the Financial Year 2017-2018 for a value of ₹45,447.97 Crore and for Financial Year 2018-2019 for a value of ₹48,777.40 Crore and that the Board of Directors of the Company be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

12. Borrowing of Funds upto ₹ 6000 crores through issue of Debentures / Bonds etc

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), as well as rules prescribed thereunder, the SEBI (Issue and Listing of Debt Securities), Regulations, 2008 including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, and in accordance with the provisions contained in the Memorandum & Articles of Association of the Company, and subject to the receipt of necessary approvals as may be applicable and such other permissions and sanctions, as may be necessary, the consent of the members of the Company be and is hereby accorded to issue Secured/Unsecured redeemable Non-Convertible Bonds / Debentures ("Bonds"), of such face value in both domestic as well as overseas market, in one or more series / tranches aggregating up to an amount not exceeding ₹6000 Crore (Rupees Six Thousand Crore) within the overall borrowing limits approved by the Members, on private placement basis, during a period of one year from the date of approval by members

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee of the Board or officers authorized by them in this regard be and are hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary pre and the post issue, in respect of issue of Debentures/ Bonds, including but not limited to number of issue/tranches, face value, issue price, issue size, timing, amount, tenor, method of issuance, security/charge creation, coupon / interest rate(s), yield, listing, allotment and other terms and conditions of issue of Bonds as proper and most beneficial to the Company, including as to when the said Bonds be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto and to select, appoint and finalize the remuneration of various agencies, including but not limited to credit rating agencies, trustee, Legal Counsels, Arrangers, Joint Lead Managers, Process Agents and any other agency associated with the issue of secured/unsecured redeemable non-convertible bonds/ debentures ("Bonds") as they may, in their absolute discretion, deemed necessary for this purpose, as the case may be.

By the Order of the Board,

Date : August 16, 2017
Regd. Office : 17, Jamshedji Tata Road
Churchgate,
Mumbai - 400 020

Shrikant M. Bhosekar
Company Secretary



Notice of Annual General Meeting

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. 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.
3. 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 shareholder.
4. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
5. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is annexed hereto and forms part of the Notice.
6. Record date for Final Dividend:

The Company has announced Record date of July 12, 2017 and accordingly, Final Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2016-2017, if approved at the meeting, will be payable to those eligible members whose names appeared:

- (1) As Beneficial Owners, as on July 12, 2017 as per the list furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialized form, and
- (2) As Members in the Register of Members of the Company as on July 12, 2017 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 Registrar & Transfer Agents (R&TA) on or before July 12, 2017.

7. Transfer of Shares (held in Physical Form):

In terms of Regulation 40(7) and 61(4) read with Schedule VII of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory for the transferor and the transferee(s) of the physical shares to furnish copy(ies) of their PAN card(s) for registration of transfer of shares. Transferor and the Transferee(s) are requested to furnish copies of their PAN card(s) along with Share Transfer Deed duly completed and physical share certificate(s). For securities market transactions and/or for off-market or private transactions involving transfer of shares, the transferee(s) as well as transferor(s) shall furnish copy of PAN card to the Company / Registrar and Transfer Agents, as the case may be, for registration of such transfer of securities.

In case where PAN card is not available i.e. in case of residents of Sikkim, the identify proof shall be submitted for registration of such transfer of securities.

8. Nomination:

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members/Beneficial Owners are entitled to make nomination in respect of Shares held by them in Form No. SH-13. Shareholders holding shares in single name and physical form are advised to make nomination in respect of their holding in the Company by submitting duly completed form No SH-13 with the Company and to their respective Depository Participant in case of shares held in electronic form. Joint Holders can also use nomination facility for shares held by them.

The Nomination form can be downloaded from the Company's website www.hindustanpetroleum.com under Section "Investors".

9. Members' holding shares in Multiple Folios:

Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agents, M/s. Link Intime India Pvt.Ltd. for consolidation into a single folio. Members holding shares in Dematerialized form are also requested to consolidate their shareholding.



Notice of Annual General Meeting

10. Non-Resident Members:

Non Resident Indian Members are requested to inform Registrar and Transfer Agents:

- Change in their local address in India for correspondence and e-mail ID for sending all e-communications.
- Change in their residential status on return to India for permanent settlement.
- Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable Corporation to remit dividend to the said Bank Account directly.

11. Green Initiative:

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 circular Ref. No. CIR/CFD/DIL/7/2011 dated November 05, 2011 issued by Securities and Exchange Board of India (SEBI) and as prescribed under the relevant provisions under the Companies Act, 2013 and the Rules made thereunder, Company has sent Annual Reports in Electronic Mode to the Members who have registered their E-mail IDs either with the Registrar and Transfer Agents or with the Respective Depositories. However, an option is available to the Members 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 or to R & T Agents.

12. Members to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. The copies of Annual Reports shall be made available at the venue of the Meeting.

13. Members / Proxies attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.

14. e-Voting through CDSL and Declaration of Results:-

- The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of September 08, 2017
- In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Amendment Rules, 2015 made thereunder, the Members are provided with the facility to cast their vote electronically, through the remote e-Voting platform provided by CDSL on all the resolutions set forth in this notice. The e-Voting shall commence on September 09, 2017 at 5.00 p.m. (IST) and shall end on September 14, 2017 at 5.00 p.m. (IST). The e-Voting module shall be disabled by M/s. CDSL for e-Voting thereafter. During this period, all the Members of the Company holding shares either in Physical Form or in Dematerialized Form as on September 08, 2017 may cast their vote electronically.

The results of AGM declared along with Scrutinizer Report shall be placed on the Company's website www.hindustanpetroleum.com & also on the website of the CDSL e-Voting within 48 hours of conclusion of the Meeting and be also communicated to NSE and BSE where the shares of the company are listed.

- The Members should log on to the e-Voting website www.evotingindia.com
- Click on Shareholders/Members
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



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- (ix) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	USE
Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)	PAN
Note: Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence Number which is printed on Attendance Slip indicated in the PAN field.	
Enter the Date of Birth (in dd/mm/yyyy format) OR Dividend Bank Details as recorded in your demat account or in the company records in order to login.	
Note: If both the details are not recorded with the depository or company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v).	Date of Birth or Dividend Bank Details

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN of **"Hindustan Petroleum Corporation Limited"** on which you choose to vote.
- (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" to view the entire Resolution details.
- (xvi) After selecting the options as above, once you have decided to vote on, click "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the details of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and is holding shares as of the cut-off date i.e. September 08, 2017 should follow the same procedure for e-Voting as mentioned above.
- (xx) A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be entitled to vote again at the Annual General Meeting.

In case you have any queries regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call on **Toll Free No. 18002005533**.



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(xxi) Note for Non – Individual Members and Custodians

- (a) Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - (b) A scanned copy of the Registration Form duly completed bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - (c) After receiving the login details a Corporate User should be created using the admin login and password. The Corporate User would be able to link the account(s) for which they wish to vote on.
 - (d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (f) However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot Password" option available on www.evotingindia.com
- (xxii) A person, whose name is recorded in the Register of Members or in the register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through ballot paper/electronic voting.
- (xxiii) The facility for voting through ballot paper/e-Voting shall be made available at the AGM and in such case, the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper/electronic voting.
- (xxiv) Shri Upendra Shukla, Practising Company Secretary (PCS), (Membership No. 1654) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
- (xxv) The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "e-Voting" or "Ballot Paper" for all those members who are present at the Annual General Meeting but who have not cast their votes earlier by availing the remote e-Voting facility.
- (xxvi) The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxvii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hindustanpetroleum.com and on the website of CDSL e-Voting immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE & NSE.

15. Change of Address:

- (a) **Members Holding Shares in Physical Form:**
Members 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 in Note Serial No. 19.
- (b) **Members Holding Shares in Dematerialised Form:**
Members 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.



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16. Bank Mandates:

- (a) In terms of Regulation 12 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, SEBI has advised all the concerned to use electronic mode of payment facility approved by the Reserve Bank of India (RBI) for making payment viz. dividends, interest, redemption or repayment amounts to the investors. Provided that where it is not possible to use electronic mode of payment, payable-at-par warrants or cheques may be issued. 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. However, in case of Members, whose bank details are not available, the company shall mandatorily print the address of the investors on such payment instruments.
- (b) In order to facilitate the Members 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 under the menu "Investors" & Sub-Menu "Investors Guide". Members 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 below along with attachments. Form can also be obtained from our R&T Agents.
- (c) Members 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 (CMA)' 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 Members to ensure that the correct Bank details are updated with DPs.

17. Investors Education and Protection Fund:

Members are hereby informed that Dividends which remain unclaimed / unencashed over a period of seven years have to be transferred by the Company to Investor Education & Protection Fund (IEPF) constituted by the Central Government under Section 125 of the Companies Act, 2013.

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 Financial Year	Proposed Month and Year of Transfer to the Fund
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
05.09.2014	2013-14 (Final)	Oct. 2021
10.09.2015	2014-15 (Final)	Oct. 2022
01.02.2016	2015-16 (1st Interim)	Mar. 2023
11.03.2016	2015-16 (2nd Interim)	Apr. 2023
08.09.2016	2015-16 (final)	Oct. 2023
13.02.2017	2016-17 (1st Interim)	Mar. 2024
23.03.2017	2016-17 (2nd Interim)	Apr. 2024

It may please be noted that under the provisions of Sec. 125 (4) of the Companies Act, 2013, any person claiming to be entitled to the amount referred to sub-section 2 of Sec. 125 of the Companies Act, 2013 may apply to authority constituted under sub-section 5 for the payment of dividends claimed.

In compliance of Sec. 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, Corporation has issued Individual as well as Public Notice to the Shareholders with a request to claim their unclaimed dividends if any, from Financial Year 2008-2009 onwards and thereby ensure non-transfer of such shares to the IEPF authority in cases where dividends remain unclaimed for seven consecutive years.



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Shareholders who have not claimed their dividends paid for seven consecutive years since 2008-09 are therefore once again requested to claim such dividend from Company/R&T agents.

18. Unclaimed Dividends:

In view of the above mentioned regulation, the Members who are yet to encash the earlier dividend(s) 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.

19. Registrar and Transfer Agents:

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.

C101, 247 Park, Lal Bahadur Shastri Marg,

Vikhroli West,

Mumbai – 400 083

Contact No.: (022) 49186000 Fax No.: (022) 49186060

E-mail : rnt.helpdesk@linkintime.co.in

Bonds.helpdesk@linkintime.co.in

20. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.

21. Appointment / Re-appointment of Directors

At the ensuing Annual General Meeting, Shri Sandeep Poundrik & Shri J. Ramaswamy retire by rotation and being eligible, offer themselves for re-appointment



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

Statement with respect to items under Special Business covered in the Notice of Meeting are given below:

5. Appointment of Shri S. Jeyakrishnan as Director of the Corporation.

Shri S. Jeyakrishnan was appointed by the Board as an Additional Director and as Whole Time Director with effect from 01.11.2016 consequent to his appointment as Director Marketing of the Corporation by the Government of India, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 112 of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or upto the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Shri S. Jeyakrishnan, as an Additional Director, holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as the case may be, along with deposit of Rupees One Lakh. The deposit shall be refunded to the person, if the person whose name is so proposed gets elected as a Director or gets more than twenty-five percent of total valid votes cast on such resolution.

Accordingly, Corporation has received a notice from a member along with requisite Deposit proposing candidature of Shri S. Jeyakrishnan, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Shri S. Jeyakrishnan, prior to his appointment as Director Marketing, was an Executive Director (Retail) of the Corporation. He is also on the Board of HPCL's Joint Venture Company M/s. Hindustan Colas India Pvt. Ltd. He holds 1,125 shares of HPCL.

Relevant documents 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 other 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 Members.

6. Appointment of Shri Vinod S. Shenoy as Director of the Corporation.

Shri Vinod S. Shenoy was appointed by the Board as an Additional Director and as Whole Time Director with effect from 01.11.2016 consequent to his appointment as Director Refineries of the Corporation by the Government of India, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 112 of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or upto the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Shri Vinod S. Shenoy, as an Additional Director, holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as the case may be, along with deposit of Rupees One Lakh. The deposit shall be refunded to the person, if the person whose name is so proposed gets elected as a Director or gets more than twenty-five percent of total valid votes cast on such resolution.



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Accordingly, Corporation has received a notice from a member along with requisite Deposit proposing candidature of Shri Vinod S. Shenoy, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Shri Vinod S. Shenoy, prior to his appointment as Director Refineries, was General Manager – Projects, Visakh Refinery, of the Corporation. He does not hold any share of HPCL.

Relevant documents 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 other 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. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 6 for approval by the Members.

7. Appointment of Smt. Asifa Khan as an Independent Director of the Corporation.

Smt. Asifa Khan was appointed by the Board as an Additional Director/Independent Director with effect from 13.02.2017 consequent to her appointment as an Independent Director by the Government of India, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 112 of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or upto the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Smt. Asifa Khan, as an Additional Director holds the office upto the date of this Annual General Meeting.

In terms of provision contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if she or some member intending to propose her as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying her candidature as a Director, or the intention of such member to propose her as a candidate for that office, or as the case may be, along with deposit of Rupees One Lakh. The deposit shall be refunded to the person, if the person whose name is so proposed gets elected as a Director or gets more than twenty-five percent of total valid votes cast on such resolution.

Accordingly, Corporation has received a notice from a member along with requisite deposit proposing candidature of Smt. Asifa Khan, as an Independent Director in terms of Section 160 of the Companies Act, 2013. Smt. Asifa Khan has also given a declaration to the company that she meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. She does not hold any shares of HPCL.

A graduate in English Literature, Smt. Asifa Khan has a vast experience in Print & Electronic media journalism, representation and analysis. She holds deep interest in social welfare and upliftment of the weaker sections of the society.

Relevant documents 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 Other 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. 7 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 7 for approval by the Members.

8. Appointment of Shri G.V. Krishna as an Independent Director of the Corporation.

Shri G.V. Krishna was appointed by the Board as an Additional Director/ Independent Director with effect from 13.02.2017 consequent to his appointment as an Independent Director by the Government of India, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 112 of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or upto the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Shri G.V. Krishna, as an Additional Director holds the office upto the date of this Annual General Meeting.



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In terms of provision contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, or as the case may be, along with deposit of Rupees One Lakh. The deposit shall be refunded to the person, if the person whose name is so proposed gets elected as a Director or gets more than twenty-five percent of total valid votes cast on such resolution.

Accordingly, Corporation has received a notice from a member along with requisite deposit proposing candidature of Shri G.V. Krishna, as an Independent Director in terms of Section 160 of the Companies Act, 2013. Shri G.V. Krishna has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and the relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of HPCL.

Shri G.V. Krishna, Practising Chartered Accountant, is advisor to major Industrial Groups in Karnataka as a Strategic and Business Advisor and also Counsels other Chartered Accountants in technical areas of practice, including in Banking, Tax and Regulatory matters. Exposed extensively to the Rural and Co-operative Sector, he was also an Independent Director on the Karnataka Apex Cooperative Bank.

Relevant documents 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 Other 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. 8 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 8 for approval by the Members

9. Appointment of Dr. Trilok Nath Singh as an Independent Director of the Corporation.

Dr. Trilok Nath Singh was appointed by the Board as an Additional Director/ Independent Director with effect from 20.03.2017 consequent to his appointment as an Independent Director by the Government of India, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 112 of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or upto the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Dr. Trilok Nath Singh, as an Additional Director holds the office upto the date of this Annual General Meeting.

In terms of provision contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, or as the case may be, along with deposit of Rupees One Lakh. The deposit shall be refunded to the person, if the person whose name is so proposed gets elected as a Director or gets more than twenty-five percent of total valid votes cast on such resolution.

Accordingly, Corporation has received a notice from a member along with requisite deposit proposing candidature of Dr. Trilok Nath Singh, as an Independent Director in terms of Section 160 of the Companies Act, 2013. Dr. Trilok Nath Singh has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and the relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of HPCL.

Dr. T. N. Singh is Institute Geoscience Chair Professor in IIT, Bombay. He has made innovative and substantial contribution in several fields of Geosciences. He is well known in the area of Engineering Geology, Rock mechanics, Establishment of Rock Indices, Triaxial and Post Failure Behaviour of Rocks, Dynamic and Static Properties of Rocks, CO₂ Sinking, Natural Hazard and Climate Change etc.



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Relevant documents 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 Other 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. 9 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 9 for approval by the Members.

10. Payment of Remuneration to Cost Auditors for Financial Year 2017-2018

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the Cost Records of the Company for the financial year ending March 31, 2018 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 and Corporate Consolidation	M/s. A B K & Associates, Jamuna Niwas, 1st Floor, 32-A, Jai Bharat Society, 3rd Road, Khar (W) Mumbai – 400 052.	1,60,000
2.	All Marketing manufacturing Locations and Corporate Consolidation	M/s. Dhananjay V. Joshi & Associates, 4, Shrikrushna Bhavan, 1st Floor, Prashant Nagar, Behind Naupada Police Station, Naupada, Thane (W) – 400 064.	1,35,000
Total			2,95,000

* plus reimbursement of out of pocket expenses at actuals and applicable GST.

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 Members of the Company.

Accordingly, approval of the members is requested for passing an Ordinary Resolution as set out at item no. 10 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, 2018.

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. 10 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 10 for approval by the Members.

11. Approval for Material Related Party Transactions:

M/s. HPCL Mittal Energy Limited (HMEL), a Joint Venture Company, is a Related Party as defined under Section 2 (76) of the Companies Act, 2013 and under Regulations 2 (1) (zb) of the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015. The Corporation has already entered/ propose to enter into certain business transactions with M/s. HPCL Mittal Energy Limited during Financial Years 2017-2018 & 2018-2019. These transactions are estimated at ₹ 45,447.97 Crores for Financial Year 2017-2018 and ₹ 48,777.40 Crore for Financial Year 2018-2019 and which are likely to exceed 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statements of the Corporation for Financial Year 2016-2017 and estimated Annual Consolidated Turnover of the Corporation for the Financial Year 2017-2018.

The nature of transactions is purchase / sale of Petroleum products, employee deputation, Infrastructure charges etc. from / by HMEL.

All transactions entered/to be entered into by the Corporation with M/s. HPCL Mittal Energy Limited are in the ordinary course of business and are at arm's length basis.

The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, contains provisions relating to Related Party Transactions under Regulations 23. The Regulations 23 inter-alia, also defines the term "Material Related Party Transaction". It provides that all related party transactions shall be considered as "Material" if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceed



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10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company and estimated annual consolidated turnover of the Company. The said transactions can be entered into with the approval of the Audit Committee/Board and also of the Members by passing an Ordinary Resolution.

Members may please note that based on the criteria as mentioned above in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, transactions proposed to be entered into by the Corporation with M/s. HPCL Mittal Energy Limited for F.Y. 2017-2018 & 2018-2019 are "Material" and therefore requires approval of the Company by Ordinary Resolution. The Audit Committee/Board of the Corporation has approved entering into the said Material Related Party transactions.

Relevant documents in respect of the said items 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 as set out at No. 11 of the Notice.

The Board recommends the Ordinary Resolution as set out at item No. 11 for the approval of the Members.

12. Approval for issue of Non-Convertible Bonds/Debentures

As per provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for "non-convertible debentures", it shall be sufficient for the Company to pass a previous Special Resolution only once a year for all the offers or invitations for such debentures during the year.

Hindustan Petroleum Corporation Limited has been raising money by issue of Non-Convertible Bonds / Debenture from time to time to meet its long term borrowing requirements. In order to augment long term resources for financing, the ongoing capital expenditure and also for general corporate purpose, Non-Convertible Bonds / Debentures issued in domestic as well as overseas market would constitute a significant source of long term borrowings for the Company.

In view of the above and to meet the requirements of Section 42 of the Companies Act, 2013 read with applicable Rules, approval of the Members of the Company by way of Special Resolution is sought for Private Placement of Unsecured/ Secured Redeemable Non-Convertible Bonds / Debentures ("Bonds") up to ₹ 6,000 Crore (from domestic as well as overseas market) in aggregate during the period of one year from the date of passing the Special Resolution by the Members, within the overall borrowing limits of the Company, as approved by the Members from time to time.

Further, the Board of Directors of the Company (the "Board") / Committee of the Board or other authority as may be approved by the Board, shall be authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of Bonds, including but not limited to number of issues / tranches, face value, issue price, issue size, timing, amount, tenor, method of issuance, security, coupon / interest rate(s), yield, listing, allotment and other terms and conditions of issue of Bonds as they may, in their absolute discretion, as may be deemed necessary including utilization of the issue proceeds, appointment & finalisation of various agencies associated with the issue.

The Board in its Meeting held on 18th July, 2017 approved the above proposal for putting up to shareholders. The Board accordingly recommends the passing of the proposed Special Resolution by Members of the Company as contained in the Notice.

Relevant documents in respect of the said items 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 or Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in passing of the said resolutions as set out at No. 12 of the Notice.

The Board recommends the Special Resolution as set out at item No. 12 for the approval of the Members.

By the order of the Board,

Date : August 16, 2017
Regd. Office: 17, Jamshedji Tata Road
Churchgate,
Mumbai - 400 020

Shrikant M. Bhosekar
Company Secretary



Notice of Annual General Meeting

ANNEXURE TO ITEMS 3,4,5,6,7,8 AND 9 OF THE NOTICE

Details of Directors seeking appointment / reappointment at the 65th Annual General Meeting in pursuance of Section 160 of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of the Director	Shri Sandeep Poundrik	Shri J. Ramaswamy	Shri S. Jeyakrishnan	Shri Vinod S. Shenoy	Smt. Asifa Khan	Shri G.V. Krishna	Dr. Trilok Nath Singh
Date of Birth	03.10.1968	17.02.1959	13.06.1959	09.09.1962	08.07.1965	25.05.1963	09.08.1962
Nationality	Indian	Indian	Indian	Indian	Indian	Indian	Indian
Date of Appointment on the Board	16.10.2014	01.10.2015	01.11.2016	01.11.2016	13.02.2017	13.02.2017	20.03.2017
Qualification	B.E. (Electrical) IAS	FCA	B.A.	B.E. (Chemical)	M.A. (English Literature)	FCA	Ph.D. (IIT, BHU)
List of Directorship in other companies as on 31.07.2017	1. Engineers India Limited	1. CREDA HPCL Bio Fuel Limited. 2. HPCL Mittal Energy Limited 3. HPCL Rajasthan Refinery Limited 4. HPCL Biofuels Limited. 5. HPCL Mittal Pipelines Limited 6. Prize Petroleum Co.Limited 7. SA LPG Co.Pvt.Ltd. 8. Hindustan Colas Pvt. Limited 9. HPCL Shapoorji Energy Pvt. Ltd.	1. Hindustan Colas Private Limited	1. Mangalore Refinery & Petrochemicals Limited. 2. HPCL Rajasthan Refinery Limited 3. HPCL Mittal Energy Limited 4. Prize Petroleum Company Limited	NIL	1. Jnana Bharathi Prakashana Limited 2. Pushti Refineriers Pvt. Limited 3. Harihara Estates Mysore Pvt. Limited 4. Harihara Developers & Constructions Pvt. Ltd.	NIL

**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING
ON FRIDAY, SEPTEMBER 15, 2017 AT 11.00 A.M.**

