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.in
17, Jamshedji Tata Road, P. O. Box No. - 11041, Mumbai - 400 020. Tel. : 2286 3900 • Fax : 2287 2992 • e-mail : corphqo@hpcl.in
CIN No.: L23201MH1952GOI008858

Ref: Co.Secy/RKS/176/2026 May 29, 2026

BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001 **Scrip 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 **Scrip Name : HINDPETRO**

Sub.: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2026

Dear Sirs,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular Ref: HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, we write to forward herewith "Annual Secretarial Compliance Report" of M/s. Hindustan Petroleum Corporation Limited for the Financial Year ended March 31, 2026 issued by M/s. Upendra Shukla & Associates (CP No. 1654, Membership No. FCS 2727).

This is for your information and records.

Thanking you,

Very truly yours,

RAKESH
KUMAR
SINGH

Digitally signed by RAKESH KUMAR SINGH
DN: c=IN, o=HINDUSTAN PETROLEUM CORPORATION LIMITED, ou=Personal, 2.5.4.20=0c1ff689c73b130043d19a0eb869302b5341eb98105ee915f5c52be326343507, postalCode=400020, st=Maharashtra, serialNumber=01939e5253fe12421426624a555856d9091604b00ef973953299b09ac79af9be, cn=RAKESH KUMAR SINGH
Date: 2026.05.29 17:16:37 +05'30'

Rakesh Kumar Singh
Company Secretary

Encl: a/a

UPENDRA SHUKLA & ASSOCIATES

Company Secretaries

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057
Mobile.: 98211 25846
98927 59135
E-mail : ucshukla@rediffmail.com
ucshukla.cs@gmail.com

SECRETARIAL COMPLIANCE REPORT
OF
HINDUSTAN PETROLEUM CORPORATION LIMITED
[CIN: L2320MH1952GOI008858]
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

We have examined:

(a) All the documents and records made available to us and explanation provided by HINDUSTAN PETROLEUM CORPORATION LIMITED ('the listed entity'),

(b) The filings/ submissions made by the listed entity to the stock exchanges,

(c) Website of the listed entity,

(d) Any other document/ filing, as may be relevant, which has been relied upon to make this Report,

for the year ended 31st March, 2026 ('Review Period') in respect of compliance with the provisions of:

(a) The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and

(b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI').

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include –

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 – **There was no reportable event during the Review Period**;

UPENDRA
CHANDRASH
ANKAR
SHUKLA

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- **There was no reportable event during the Review Period;**

(f) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Other regulations as applicable - **There was no reportable event during the Review period under any specific circulars other than those mentioned above;**

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that during the Review Period;

(a) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matter specified below:

Sr. No.	Compliance requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ remarks of the PCS	Management response	Remarks
- **Please refer to Annexure- I** -										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ remarks of the Practising Company Secretary in the previous report.	Observations made in the Secretarial Compliance Report for the year ended 31/03/2025	Compliance requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
	- **Please refer to Annexure- II** -					

UPENDRA
CHANDRAS
HANKAR
SHUKLA

(c) We hereby report that during the review period, the compliance status of the listed entity with the following requirements:

Sr. No:	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1)	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	
2)	**Adoption and timely updation of the Policies:** • All applicable Policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity. • All the Policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the Regulations/ circulars/ guidelines issued by SEBI.	Yes Yes	
3)	**Maintenance and Disclosures on Website:** • The listed entity is maintaining a functional website; • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific, which re-directs to the relevant documents/ section of the website.	Yes Yes Yes	
4)	**Disqualification of Directors:** None of the Directors of the Company is disqualified under Section 164 of the Companies Act, 2013.	Yes	

UPENDRA CHANDRAS HANKAR SHUKLA

5)	**Details related to subsidiaries of listed entities:** (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	NA	The Company does not have any material subsidiary
6)	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7)	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and Committees at the start of every financial year as prescribed in SEBI Regulations.	NA	Being a Government Company, the appointment of all Directors including Independent Directors and their performance evaluation is being done by the Ministry of Petroleum & Natural Gas, Government of India.
8)	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes NA	 Please refer point 8(a)
9)	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10)	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	

UPENDRA CHANDRASHANKAR SHUKLA

11)	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in last Column.	No	The Company has received letters/ emails from BSE & NSE, levying fine for non-compliance of Regulations 17(1), 18 & 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Company has requested for waiver of fine.
12)	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entity.	NA	There was no such resignation from statutory auditor.
13)	**No Additional Non-compliances observed:** No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	Yes	

We further report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the LODR Regulations. (**Not Applicable since the Company does not have any such Employee Benefit Scheme.)**

Assumptions and limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.

UPENDRA CHANDRASHANKAR SHUKLA

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For UPENDRA SHUKLA & ASSOCIATES

UPENDRA CHANDRASHANKAR SHUKLA

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

UDIN: F002727H000521256
Peer Review Certificate No. 1882/2022
Place: Mumbai
Date: 28/05/2026

ANNEXURE – I

Sr. No.	Compliance requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ remarks of the PCS	Management response	Remarks
1	2	3	4	5	6	7	8	9	10	11
1)	Composition of the Board of Directors	Reg. 17(1)(a) & 17(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.	a) The Company did not have an optimum combination of executive and non-executive directors during the period 28/03/2026 till 31/03/2026. b)The Company did not have atleast one woman Independent Director from 28/03/2026 till 31/03/2026. c)The Company did not have requisite number of Independent Directors on the Board from 01/04/2025 till 31/03/2026.	BSE & NSE	The Company received letters/ emails from BSE & NSE, levying fine for non-compliance of Reg. 17(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.	Same as Column 4.	As per details provided by the Company, BSE & NSE have levied a fine for following quarters of 2025 as under: June - Rs. 5,36,900/-, September- Rs. 5,42,800/-, December- Rs. 5,42,800/- & March- Rs. 5,31,000/- Including GST.	HPCL being a Government Company, all appointments of Directors to the Board vests with the Government of India through the administrative Ministry viz. the Ministry of Petroleum & Natural Gas. HPCL has been continuously making representations before the said Ministry for recourse. HPCL has also requested the stock exchanges for waiver of fine.	Management is making constant endeavours & representations before the Ministry of Petroleum & Natural Gas for appointing requisite no. of Directors as required u/r 17(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.	.--

UPENDRA
CHANDRASHANKAR
SHUKLA

2)	Audit Committee	Regulation 18 of SEBI (LODR) Regulations, 2015	During the period 01/04/2025 till 02/04/2025 and 15/03/2026 till 31/03/2026, the Audit Committee was not duly constituted.	BSE & NSE	The Company received letters/ emails from BSE & NSE, levying fine for non-compliance	Same as Col. 4	As per details provided by the Company, BSE & NSE have levied fine for following quarters of 2025 as under: June- Rs. 4,720/- and March- Rs. 40,120/- including GST.	HPCL being a Government Company, all appointments to the Board vests with the Government of India through the administrative Ministry viz. the Ministry of Petroleum & Natural Gas. HPCL has been continuously making representations before the said Ministry for recourse. HPCL has also requested for waiver of fine.	Management is making constant endeavours & representations before the Ministry of Petroleum & Natural Gas for appointing requisite no. of Directors. Consequent to change in Independent Directors, on , 03/04/2025,the Audit Committee was re-constituted on that date as required u/r 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Due to cessation of Mr. K.S. Narendiran on 14/03/2026 and Mr. Bechan Lal on 27/03/2026, the Audit Committee was re-constituted by the Board at its meeting held on April 02, 2026 as required u/r 18 of SEBI	.

UPENDRA CHANDRA SHANKAR SHUKLA

									(Listing Obligations & Disclosure Requirements) Regulations, 2015.	
3)	Nomination & Remuneration Committee	Regulation 19 of SEBI (LODR) Regulations, 2015	During the period 01/04/2025 till 02/04/2025 and 15/03/2026 till 31/03/2026, Nomination & Remuneration Committee was not duly constituted.	BSE & NSE	The Company received letters/ emails from BSE & NSE, levying fine for non-compliance	Same as Col. 4	As per details provided by the Company, BSE & NSE have levied fine for following quarters of 2025 as under: June- Rs. 4,720/- and March- Rs. 40,120/- including GST.	HPCL being a Government Company, all appointments to the Board vests with the Government of India through the administrative Ministry viz. the Ministry of Petroleum & Natural Gas. HPCL has been continuously making representations before the said Ministry for recourse. HPCL has also requested for waiver of fine.	Management is making constant endeavours & representations before the Ministry of Petroleum & Natural Gas for appointing requisite no. of Directors. Consequent to change in Independent Directors, the Nomination and Remuneration Committee was re-constituted on April 03, 2025 as required u/r 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Due to cessation of Mr. K.S. Narendiran on 14/03/2026, Mr. Bechan Lal and Ms. Sharda Singh Kharwar	--

									on 27/03/2026, the Nomination and Remuneration Committee was re-constituted by the Board at its meeting held on April 02, 2026 as required u/r 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.	

UPENDRA
CHANDRA
SHANKAR
SHUKLA

ANNEXURE - II

Sr. No.	Observations/ remarks of the Practising Company Secretary in the previous reports.	Observations made in the Secretarial Compliance Report for the year ended 31/03/2025.	Compliance requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity.	Remedial actions, if any, taken by the listed entity.	Comments of the PCS on the actions taken by the listed entity.
1	2	3	4	5	6	7
1)	--	a) During the review period the company did not have an optimum combination of executive and non-executive directors and at least fifty per cent of the board of directors as non-executive directors during the period from December 30, 2024, till March 27, 2025. b) The Company did not have a Woman Independent Director as required under proviso to Regulation 17(1) (a) of SEBI LODR on its Board for the period from November 16, 2024 to March 27, 2025. c) The Company did not have the required number of Independent Directors as required under Regulation 17(1)(b) of SEBI LODR on its Board intermittently for the financial year under review.	Composition of the Board of Directors under Reg. 17(1) (a) & (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.	a) The Company did not have an optimum combination of executive and non-executive directors and at least fifty per cent of the board of directors as non-executive directors during the period from December 30, 2024, till March 27, 2025. b) The Company did not have a Woman Independent Director as required under proviso to Regulation 17(1) (a) of SEBI LODR on its Board for the period from November 16, 2024 to March 27, 2025.	Being a Government Company which is under the Administrative Control of Ministry of Petroleum & Natural Gas (MOP&NG), and that the power to appoint the Directors (including Independent Director and Woman Independent Director) and terms and conditions of appointments vests with the Government of India. The matter regarding appointment of required number of Independent Directors and Woman Independent Director has been taken up with MoP&NG from time to time and the Government is seized of the matter.	Same as Col. 6

UPENDRA
CHANDRASHANKAR
SHUKLA

				c) The Company did not have the required number of Independent Directors as required under Regulation 17(1)(b) of SEBI LODR on its Board intermittently for the financial year under review. BSE & NSE had levied a fine for each quarter as under: June - Rs. 5,36,900/- September- Rs. 3,59,900/- December - Rs. 2,77,300/- March - Rs. 5,31,000/- including GST. The Company had requested for waiver of fine to both BSE & NSE.		
2.	--	During the period under review the Company did not have two-thirds of the members of the Audit Committee as Independent Directors during the period from December 30, 2024, till April 02, 2025	Regulation 18 (1) (b) of SEBI (Listing Obligations & Disclosure Requirements Regulations, 2015) (SEBI LODR).	The Company did not have two-thirds of the members of the Audit Committee as Independent Directors during the period from December 30, 2024, till April 02, 2025. BSE and NSE vide letter/email imposed a fine of Rs. 4,720/- (Inclusive of GST) each for the quarter ended December 31, 2024	Same as above	Same as Col. 6

UPENDRA CHANDRASHANKAR SHUKLA

				and Rs.2,12,400/- (inclusive of GST) for the quarter ended March 31, 2025.		
3.	--	During the period under review the Nomination and Remuneration Committee of the Company did not have all the directors as non-executive Directors and at least two-thirds of its directors as Independent Directors during the period from November 14, 2024, till April 02, 2025 and the Company appointed Whole time Directors in the committee in order to have 3 members.	Regulation 19 (1) (b) & (c) of SEBI (Listing Obligations & Disclosure Requirements Regulations, 2015) (SEBI LODR).	BSE and NSE vide letter/ email imposed a fine of Rs. 1,13,280/- (inclusive of GST) each for the quarter ended December 31, 2024 and Rs. 2,12,400/- (inclusive of GST) for the quarter ended March 31, 2025.	Same as above	Same as Col. 6
4.	--	During the period under review the Stakeholder Relationship Committee of the Company did not have one of its directors as Independent Directors during the period from December 30, 2024 to January 06, 2025.	Regulation 20 (2A) of SEBI (Listing Obligations & Disclosure Requirements Regulations, 2015) (SEBI LODR).	The Stakeholder Relationship Committee of the Company did not have one of its directors as Independent Directors during the period from December 30, 2024 to January 06, 2025. BSE and NSE vide letter/ email imposed a fine of Rs. 4,720/- (inclusive of GST) each for the quarter ended December 31, 2024 and Rs. 14,160/- (inclusive of GST) for the quarter ended March 31, 2025.	Same as above	Same as Col. 6

UPENDRA
CHANDRAS
HANKAR
SHUKLA