



हिन्दुस्तान पेट्रोलियम कॉर्पोरेशन लिमिटेड

(भारत सरकार उपक्रम) रजिस्टर्ड ऑफिस : 17, जमशेदजी टाटा रोड, मुंबई - 400 020.

HINDUSTAN PETROLEUM CORPORATION LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE) REGISTERED OFFICE : 17, JAMSHEDJI TATA ROAD, MUMBAI - 400 020.

17, जमशेदजी टाटा रोड, पोस्ट बॉक्स नं. - 11041, मुंबई - 400 020. दूरभाष - 2286 3900 • फॅक्स - 2287 2992 • ई-मेल : corphqo@hpcl.co.in
17, Jamshedji Tata Road, P. O. Box No. - 11041, Mumbai - 400 020. Tel. : 2286 3900 • Fax : 2287 2992 • e-mail : corphqo@hpcl.co.in
CIN No.: L23201MH1952GOI008858

Ref.: Co.Secy./VM/178/2017

June 01, 2017

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

Sub.: Notice of Postal Ballot

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex,
Bandra East,
Mumbai – 400 051 **Script Name : HINDPETRO**

Dear Sirs,

In compliance with Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we write to forward herewith Notice of Postal Ballot along with Postal Ballot Form sent to the Members of the Company for seeking their consent by passing of Ordinary Resolution for Capitalization of Free Reserve and issue of Bonus Shares to the eligible shareholders in the ratio of 1 (One) Bonus Equity Shares of Rs.10/- each for every 2 (Two) Equity Share held as on record date of July 12, 2017 as fixed by the Board vide its meeting held on 26.05.2017

You are requested to take note of the same.

Thanking you,

Very truly yours,

Shrikant M. Bhosekar
Company Secretary



HINDUSTAN PETROLEUM CORPORATION LIMITED
Regd. Office: Petroleum House, 17, Jamshedji Tata Road, Mumbai – 400 020.
Tel.: +91 – 22 - 22863900 Fax: + 91 – 22 – 22872992
Website : www.hindustanpetroleum.com
CIN: L23201MH1952GOI008858

NOTICE OF POSTAL BALLOT

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

TO THE MEMBERS OF THE COMPANY,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") including any statutory modification or re-enactment thereof, for the time being in force, the resolutions appended below is proposed to be passed by way of Postal Ballot / e-Voting.

The proposed Ordinary Resolution is given below for your consideration.

Item No. 1: To Capitalize Reserves of the Company and to Issue Bonus Shares

ORDINARY RESOLUTION:

To consider and if thought fit to pass, the following resolutions as Ordinary Resolution:

Resolved that pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, approval of the Company be and is hereby accorded for capitalization of Rs.507,94,08,750 (Rupees Five Hundred Seven Crores Ninety Four Lakhs Eight Thousand Seven Hundred Fifty Only) standing to the credit of the Security Premium/Free Reserves and issue of Bonus shares of Rs.10/- each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the company, whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on such Record Date which has been fixed by the Board as July 12, 2017, in the proportion of 1 (One) Bonus equity share of Rs.10/- each for every 2 (Two) existing equity share(s) of Rs.10/- each held by the Members/Beneficial Owners and that the Bonus Shares so distributed shall, for all purpose, rank pari passu with the existing Equity Shares except that these Bonus Shares shall not be eligible for the Final Equity Dividend for the year ended March 31, 2017, and shall be treated as increase in the paid up share capital of the Company held by each member.

Resolved further that the issue and allotment of the said bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin / Overseas Corporate Bodies and other foreign investors of the company, will be subject to the approval of the Reserve Bank of India (RBI) and any other regulatory authority, as may be required.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said resolution, setting out all material facts and the reasons thereto is also given below.

The Company has appointed Shri Upendra Shukla, Practising Company Secretary, as Scrutinizer for conducting this Postal Ballot Voting process including e-Voting, in a fair and transparent manner as below: -

a) Voting through e-Voting:

In Compliance of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 110 of Companies Act, 2013 read with the Rules, the Company is pleased to provide Electronic Voting ("e-Voting") facility to all its members, to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form, by post. The Company has engaged the services of M/s. Central Depository Services (India) Limited ("CDSL") to provide e-Voting facility to its Members. The voting period begins on June 02, 2017 at 9.00 a.m. and ends on July 01, 2017 at 5.00 p.m. The e-Voting module shall be disabled by CDSL for voting thereafter. During the period, shareholders of the Company, holding shares either in Physical Form or in dematerialized form, may cast their vote electronically. It may be noted that e-Voting is optional. In case a Member has voted through e-Voting as well as sends his/her vote through physical vote, the vote cast through e-Voting shall only be considered and the Voting through Physical Postal Ballot form shall not be considered by the Scrutinizer.

b) Voting through Postal Ballot:

The Postal Ballot Form for voting by you is enclosed.

Please read carefully the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed Pre-paid "Business Reply Envelope", so as to reach the Scrutinizer by 5.00 p.m. on July 01, 2017. Please note that any postal ballot form(s) received after the said time & date will be strictly treated as if no reply has been received from you.

The Scrutinizer shall, after completion of the scrutiny of the Postal Ballots (including e-Voting) submit his report to the Chairman and Managing Director or any other Whole Time Director of the Corporation. The Chairman and Managing Director or such Director of the Corporation duly authorised by him shall announce the results on Tuesday, July 04, 2017 at 4.00 p.m. at the Registered Office of the Corporation at Petroleum House, 17, Jamshedji Tata Road, Churchgate, Mumbai – 400 020. The said results would also be displayed at the Notice Board of the Registered Office of the Corporation and shall be intimated to the Stock Exchanges where the shares of the Corporation are listed. It shall also be published in the newspapers and displayed on the Investors Section of website of the Corporation www.hindustanpetroleum.com

**By Order of the Board,
For Hindustan Petroleum Corporation Limited,**

**Shrikant M. Bhosekar
Company Secretary**

Date: May 30, 2017
Place: Registered Office
Petroleum House,
17, Jamshedji Tata Road,
Mumbai – 400 020.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) AND SECTION 110 & RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES 2014.

Item No. 1: To Capitalize Reserves of the Company and to Issue Bonus Shares

Considering large Free Reserves of the Corporation, the Board of Directors of the Corporation have recommended Capitalisation of Reserves of Rs.507,94,08,750 (Rupees Five Hundred Seven Crores Ninety Four Lakhs Eight Thousand Seven Hundred Fifty Only) standing to the credit of Security Premium/Free Reserves as on 31/03/2017 and issue of Bonus Shares to the eligible shareholders in the ratio of 1 (One) Bonus Equity Shares of Rs.10/- each for every 2 (Two) Equity Share held, with the approval of the Members. The proposal for capitalization of said reserves and issue of Bonus Shares is now placed for consideration and approval of the Members. The Board in its Meeting held on May 26, 2017 approved the above proposal for placing before the Members through the process of Postal Ballot. The Board accordingly recommends the passing of the proposed Ordinary Resolution by Members of the Company as placed above, through the process of Postal Ballot/e-Voting.

The Record Date for determining the eligibility of the Shareholders to receive the said Bonus Shares has been fixed by Board as July 12, 2017. The Board of Directors recommend for the approval of Members the Capitalisation of Reserves and issue of Bonus Shares as proposed.

Relevant document(s) referred in respect of the said item is/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. upto July 01, 2017.

The Directors, Key Managerial Personnel or their relatives holding shares in the Corporation may be deemed to be concerned or otherwise interested in the said Ordinary Resolution, only to the extent of their shareholding.

**By Order of the Board,
For Hindustan Petroleum Corporation Limited,**

**Shrikant M. Bhosekar
Company Secretary**

Date: May 30, 2017
Place: Registered Office
Petroleum House,
17, Jamshedji Tata Road,
Mumbai – 400 020.

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 to the proposed Ordinary Resolution setting out the material facts and the reasons for the same are as given above.
2. The Notice of Postal Ballot is being sent by post or electronically by e-mail to Members who have registered their e-mail IDs either with their respective depositories or with the company and whose names appear in the Register of Members / Records of Depositories as on May 26, 2017. The Voting Period begins on June 02, 2017 at 9.00 a.m. and ends on July 01, 2017 at 5.00 p.m. During this period, Members of the Company, holding shares either in Physical Form or in Dematerialized form, as on the date of May 26, 2017 may cast their vote electronically or submit their Ballot Form.
3. Voting rights are reckoned in proportion to the paid up equity shares registered in the name of the Members / Beneficial Owners as on May 26, 2017.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effective the last date specified for receipt of duly completed Postal Ballot Form/e-Voting. The Ordinary Resolution shall be declared as passed if the number of votes, cast in favour of the Ordinary Resolution by postal ballot/e-Voting, exceeds the votes, if any, cast against the resolution by members so entitled and voting.
5. You are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed, in the attached self – addressed Pre-Paid Business Reply Envelope so as to reach the Scrutinizer by 5.00 p.m. on July 01, 2017.
6. The Company has appointed Shri Upendra Shukla, a Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner. The Scrutinizer address is as below: -

Shri Upendra Shukla,
Practising Company Secretary,
Scrutinizer,
C/o. M/s. Link Intime India Pvt.Ltd.
Unit: Hindustan Petroleum Corporation Limited,
C-101, 247 Park, L.B.S. Marg,
Vikhroli West,
Mumbai – 400 083

7. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman and Managing Director or any other Whole Time Director of the Corporation. The Chairman or such Director of the Corporation duly authorised by him, shall announce the results on Tuesday, July 04, 2017 at 4.00 p.m at the Registered Office of the Corporation at Petroleum House, 17, Jamshedji Tata Road, Churchgate, Mumbai – 400 020. The result shall be communicated to the Stock Exchanges where shares of the Company are listed and intimated through a Press Release in newspapers. The results would be displayed on the Company's Notice Board at the Registered Office of the Company and will also be put on the Company's website www.hindustanpetroleum.com. The resolution, if approved, will be taken as passed effective on July 01, 2017 being the last date specified for receipt of duly completed Postal Ballot Form/e-Voting.
8. Corporation also offers E-voting facility. Please see the instruction below for details:

In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 & Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. the Company offers e-Voting facility to all the Members. For this purpose, the Company has signed an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating e-Voting and is pleased to offer e-Voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is Optional.
9. Shareholders to whom documents have been sent physically have the option to vote either thru e-Voting or through Postal Ballot Form. In case shareholder who have received Notice of Postal Ballot through e-mail but who wish to vote through Ballot Form can download the Ballot form from investors section of our website www.hindustanpetroleum.com. Comor seek duplicate from Shri B.B. Shirodkar, Sr. Manager – Shares, Hindustan Petroleum Corporation Limited, Shares Department, Petroleum House, 2nd Floor, Churchgate, Mumbai – 400 020 and send the same to Scrutinizer by Post at the address given in Sr. No. 6 by 5.00 p.m. on July 01, 2017.
10. The instructions for voting electronically are as under: -

The voting period begins on June 02, 2017 at 9.00 a.m. and ends on July 01, 2017 at 5.00 p.m. During the period, shareholders of the Company, holding shares either in Physical Form or in Dematerialized form, as on the cut-off date May 26, 2017 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

In case of shareholders' receiving e-mail from CDSL:

- (i) The shareholders should log on to the e-Voting website www.evotingindia.com.
- (ii) Click on Shareholders/Members.
- (iii) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.	PAN
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 (iii).	Date of Birth or Dividend Bank Details

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN HINDUSTAN PETROLEUM CORPORATION LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- (xiii) After selecting the resolution you have decided to vote on, click on "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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - 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.
 - 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.
- (xviii) In case you have any queries or issues 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.

In case of shareholders' receiving Postal Ballot Form by Post.

First time demat shareholders users Password to be self-generated by referring to details as mentioned above. Please follow all steps from Sr. No. (ii) to Sr. No. (xvii) above, to cast vote.

11. The voting period ends on July 01, 2017, at 5.00 p.m. The e-Voting module will be disabled by CDSL for voting thereafter.
12. In case of any queries, you may please refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at www.evotingindia.com under help section.