Hindustan Oil Exploration Company Limited
'Lakshmi Chambers', 192, St. Mary's Road, Alwarpet, Chennai - 600 018. INDIA.
✆ : 91 (044) 66229000 ● Fax : 91 (044) 66229011 / 66229012
E-mail : contact@hoec.com ● Website : www.hoec.com CIN : L11100GJ1996PLC029880

26.08.2016

By Online

The Listing Department The National Stock Exchange of India Ltd., "EXCHANGE PLAZA", Bandra Kurla Complex, Bandra (East), MUMBAI – 400 051 Stock Code: HINDOILEXP	The Corporate Relationship Department BSE Limited, 1st Floor, P. Jeejeebhoy Towers, Dalal Street, MUMBAI – 400 001 Stock Code: 500186

Dear Sir

Sub: Notice of 32nd Annual General Meeting

In accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Notice of 32nd Annual General Meeting of the Company.

Kindly take the same on records and acknowledge the receipt.

Thanking you,

For Hindustan Oil Exploration Company Limited

K. Premnatha
Company Secretary

Registered Office : 'HOEC House', Tandalja Road, Off Old Padra Road, Vadodara - 390 020. INDIA
✆ : 91 (0265) 2330766, 2333568 ● Fax : 91 (0265) 2333567
E-mail : contact@hoec.com ● Website : www.hoec.com

HINDUSTAN OIL EXPLORATION COMPANY LIMITED

NOTICE is hereby given that the **Thirty Second Annual General Meeting (AGM) of the Members of Hindustan Oil Exploration Company Limited** will be held on Monday, the 26th day of September, 2016 at 10.30 A.M. at "Chandarva Hall", WelcomHotel Vadodara, R.C. Dutt Road, Alkapuri, Vadodara - 390007, Gujarat, India, to transact the following business:

ORDINARY BUSINESS

Item No 1 - Adoption of financial statements

To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Auditors thereon;

Item No 2 - Appointment of Auditor

To ratify the appointment of Auditors and fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

"Resolved that, pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (FRN: 117366W/W100018), as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Third Annual General Meeting of the Company to be held in the year 2017, at such remuneration as shall be fixed by the Board of Directors in consultation with the auditors in this regard."

SPECIAL BUSINESS

Item No 3 - Appointment of Mr. Pronip Kumar Borthakur as an Independent Director

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

"Resolved that, Mr. Pronip Kumar Borthakur (DIN: 06417854), who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 15, 2016 under section 161(1) of the Companies Act, 2013 , who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose the candidature of Mr. Pronip Kumar Borthakur for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period up to June 14, 2021, not liable to retire by rotation."

Item No 4 - Ratification of remuneration to Cost Auditor

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 other applicable provisions of the Companies Act, 2013 read with the Companies (Cost Record & Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 2,00,000 (Rupees Two Lakhs Only) plus applicable taxes and out of pocket expenses payable to Mr. K. Suryanarayanan, Cost Accountant in practice for the year 2016-2017."

By Order of the Board of Directors

Place : Chennai
Date : July 25, 2016

K Premnatha
Company Secretary

Registered Office:
'HOEC House', Tandalja Road,
Vadodara - 390 020
CIN: L11100GJ1996PLC029880
E-mail : hoecshare@hoec.com

NOTES

1. **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business set out in the Notice is annexed.**

2. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a Member of the Company. The instrument appointing proxy in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight (48) hours before the commencement of the meeting.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

5. Brief resume of the Director proposed to be appointed, nature of his expertise in specific functional areas, details of companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships, if any, with the directors inter-se stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Notice.

6. **The Company has notified closure of Register of Members and Share Transfer Books from September 20, 2016 to September 26, 2016 (both days inclusive).**

7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

9. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days except Saturdays, Sundays and Public holidays during business hours up to the date of the Meeting.

10. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Secretarial Department so that the information required by the Members can be made available at the Meeting.

11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited for consolidation into a single folio. The Company's equity shares are under compulsory demat trading by all investors. Members are requested to convert their shares from physical form to dematerialized form, if not already done, so as to avoid inconvenience in future.

12. Members holding shares in demat form are requested to intimate immediately any change in their address or bank mandates to the Depository Participants with whom they are maintaining their demat accounts.

13. Members holding shares in physical form are requested to advice any change in their address or bank mandates immediately to the Company / the Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited, (Unit: Hindustan Oil Exploration Company Limited), B-102 & 103, Shangarila Complex, First Floor, Opp: HDFC Bank Limited, Nr. Radhakrishna Char Rasta, Akota, Vadodara - 390 020 (Gujarat). Tel: 0265-2356573 / 2356794; Fax No.: 0265-2356791; Email id: vadodara@linkintime.co.in

14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with DP / the Registrar & Share Transfer Agents, M/s. Link Intime India Private Limited for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

15. Members / Beneficial owners are requested to quote their Ledger Folio No. / DP & Client ID No., as the case may be, in all correspondence with the company. Members are also requested to quote their e-mail address, telephone, mobile and fax numbers for prompt reply to their communication.

16. Members who have not encashed their Dividend Warrants for the years ended March 31, 2011 are requested to write to the Company, mentioning the relevant folio number(s) or DP ID & Client ID Number(s) for issuance of new payment instrument against the un-encashed Dividend Warrants. The amount which remain unclaimed / un-encashed over a period of 7 years from the date they became due for the payment will be transferred by the Company to the Investor Education and Protection Fund (IEPF).

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the company or Registrar & Share Transfer Agents, M/s. Link Intime India Private Limited.

18. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company.

19. Non-Resident Indian Members are requested to inform Depository Participant (DP) / the Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited immediately of (a) change in their residential status on return to India for permanent settlement; (b) particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

20. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-Voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-Voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-Voting are annexed to the Notice.

21. The Notice of the 32nd AGM and instructions for e-Voting along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same. For those Members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

22. The procedure for Members of the Company for voting electronically are as under:

    Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide e-Voting facility through Central Depository Services Limited (CDSL) as an alternative for all Members of the Company, to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the 32nd AGM of the Company scheduled to be held on September 26, 2016.

    The e-Voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on September 19, 2016 (end of day).

    The Company has appointed M/s. S Sandeep & Associates, Company Secretaries in Practice as Scrutinizer for conducting the e-voting process at the AGM in a fair and transparent manner.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 3: Appointment of Mr. Pronip Kumar Borthakur as an Independent Director

The Board of Directors had appointed Mr. Pronip Kumar Borthakur (DIN: 06417854) as an Additional Director of the Company pursuant to section 161 of the Companies Act, 2013 (the "Act") and as Non-Executive Independent Director pursuant to section 149 of the Act and the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulation") with effect from June 15, 2016.

Pursuant to the provisions of section 161 of the Act, Mr. Pronip Kumar Borthakur will hold office up to the date of the ensuing AGM. The Company has also received notice in writing under the provisions of section 160 of the Act, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Pronip Kumar Borthakur for the office of Director.

Mr. Pronip Kumar Borthakur has given his consent to act as an Independent Director and a declaration that he is not disqualified under Section 164 of the Act and that he meets the criteria of independence as prescribed under the Act and the Regulation. Also, in the opinion of the Board he possesses requisite qualities and fulfils the conditions under the Act and the Regulation for appointment as an Independent Director.

A copy of the letter of his appointment, setting out the terms and conditions of his appointment is available for inspection without any fee by the Members at the registered office of the Company during normal business hours on working days up to the date of AGM.

As required under the Regulation, additional information required to be furnished in respect of the aforesaid Independent Director are as follows:

Mr. Pronip Kumar Borthakur holds a Bachelor degree in Engineering (Mechanical) from University of Guwahati and has about 37 years of rich and diverse experience from his illustrious career in ONGC where he has led multiple large on-shore and off-shore operations and projects. His wide technical expertise ranges from managing oil & gas operations, artificial lift, well completion, drilling, well control, reservoir management to processing and extraction of value added petroleum products.

He is not holding any shares in the Company and he is not in the board of any other listed companies in India.

Except Mr. Pronip Kumar Borthakur, none of the other directors / key managerial personnel or their relatives are, in any way, concerned or interested in the resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice in the best interests of the Company.

Item No. 4: Ratification of remuneration to Cost Auditor

The Board on the recommendation of the Audit Committee, approved the appointment of Mr. K. Suryanarayanan, Cost Accountant, to conduct the audit of the cost records of the Company for the financial year 2016 - 2017 at a remuneration of ₹ 2 lakhs plus applicable service tax and out of pocket expenses.

None of the directors or key managerial personnel and their relatives is interested or concerned in this resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice in the best interests of the Company.

By Order of the Board of Directors

Place : Chennai — K Premnatha

Date : July 25, 2016 — Company Secretary

The instructions for Members for voting electronically are as under:

(i) The voting period begins on September 23, 2016 at 9:00 A.M. and ends on September 25, 2016 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2016 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-Voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

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

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on address stickers pasted on the Annual Report indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio • Please enter the DOB or Dividend Bank Details in order to login. 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 (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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 is to be also 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.

(x) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for <HINDUSTAN OIL EXPLORATION COMPANY LIMITED> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login / changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

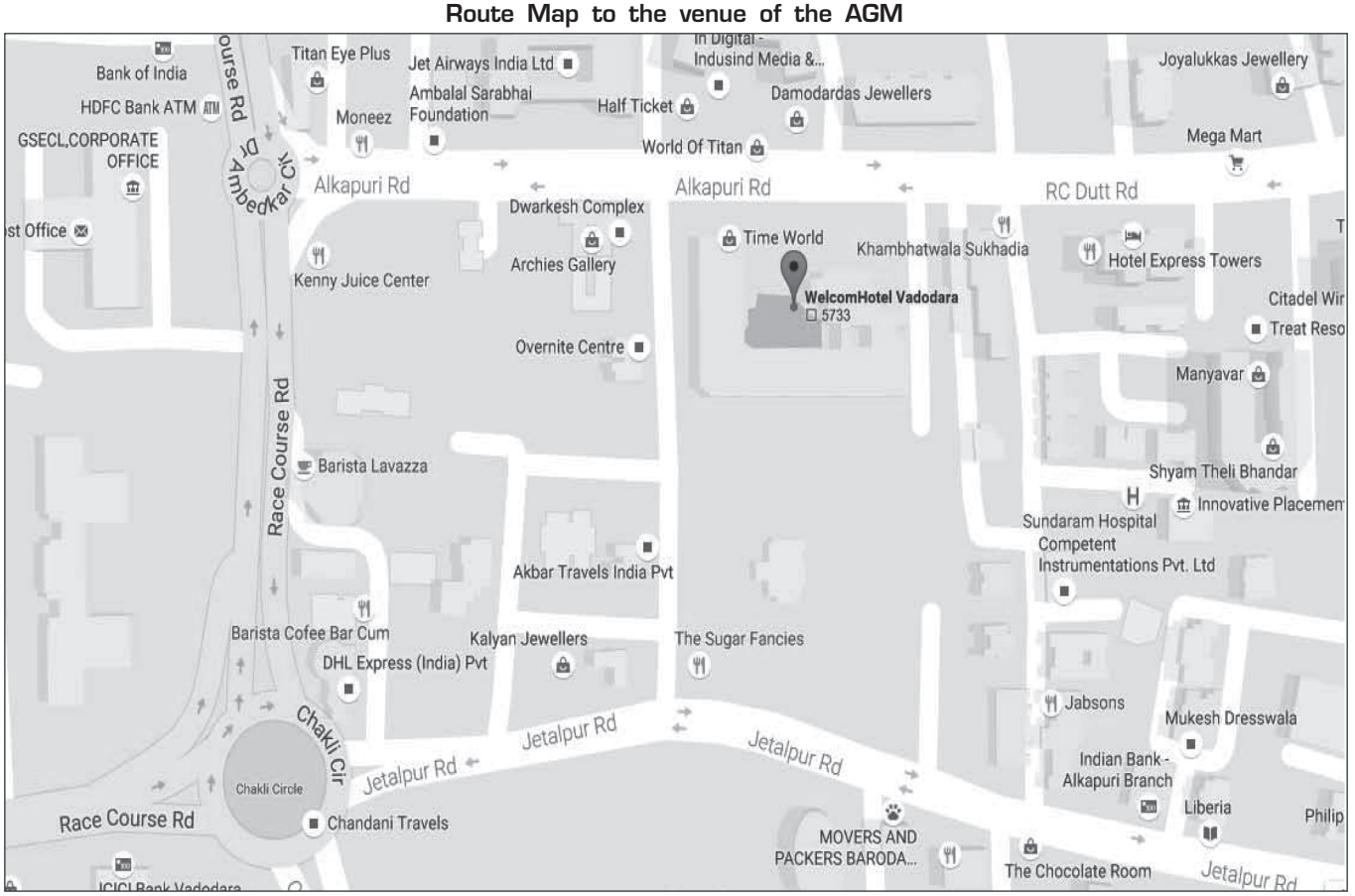
(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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 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 emailed 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.

(xx) 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.

Route Map to the venue of the AGM



HINDUSTAN OIL EXPLORATION COMPANY LIMITED

Regd. Office: 'HOEC House', Tandalja Road, Vadodara - 390 020
CIN: L11100GJ1996PLC029880 • E-mail: hoecshare@hoec.com

ATTENDANCE SLIP

(To be presented at the entrance)

Folio No. : ..... DP ID No. : .....

Client ID No. : ..... No. of Shares : .....

I hereby record my presence at the 32nd Annual General Meeting of the Company on Monday, the 26th day of September 2016 at 10.30 A.M. at "Chandarva Hall", WelcomHotel Vadodara, R.C. Dutt Road, Alkapuri, Vadodara - 390007, Gujarat, India.

Name and Address of the Member / Proxy	Signature of the Member / Proxy

1. Only Member / Proxy can attend the meeting.
2. Member / Proxy should bring his / her copy of the Annual Report for reference at the Meeting.

HINDUSTAN OIL EXPLORATION COMPANY LIMITED

Regd. Office: 'HOEC House', Tandalja Road, Vadodara - 390 020
CIN: L11100GJ1996PLC029880 • E-mail: hoecshare@hoec.com

Form No. MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : .....

Registered Address : .....

E-mail Id : .....

Folio No / Client ID : .....

DP ID : .....

I / We, being the Member(s) of the above named company holding .....equity shares, hereby appoint:

1. Name : ..... Address ..... :
   E-mail Id ..... Signature: ..... or failing him/her,
2. Name : ..... Address ..... :
   E-mail Id ..... Signature: ..... or failing him/her,
3. Name : ..... Address ..... :
   E-mail Id ..... Signature: ..... or failing him/her,

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 32nd Annual General Meeting of the Company, to be held on the Monday, the 26th day of September, 2016 at 10.30 A.M. at "Chandarva Hall", WelcomHotel Vadodara, R.C. Dutt Road, Alkapuri, Vadodara - 390007, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016.		
2.	Ratification of appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors.		
3.	Appointment of Mr. Pronip Kumar Borthakur (DIN: 06417854) as an Independent Director for a period of 5 years.		
4.	Ratification of remuneration to Cost Auditor.		

Signed this ..... day of ..... 2016.

Affix Revenue Stamp

.....
Signature of the Shareholder(s)

.....
Signature of the Proxyholder(s)

.....
Signature

Note :

1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
2) A proxy need not be a Member of the Company.
3) A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.
4) Please put a '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
5) Appointing a proxy does not prevent a Member from attending the meeting in person if he/she wishes.
6) In the case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.