S SANDEEP B Com, FCS, LLB
Managing Partner

S SANDEEP & ASSOCIATES
Company Secretaries

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REPORT OF SCRUTINIZER ON E - VOTING

[Pursuant to section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration)
Rules, 2014]

To,

The Chairman of the 31st Annual General Meeting of the Equity Shareholders of Hindustan Oil Exploration Company Limited held on Friday, the 25th day of September 2015 at 10:30 a.m. at 'Tropicana Hall', The Gateway Hotel Vadodara, Akota Gardens, Akota, Vadodara-390 020.

Dear Sir,

1. I, S Sandeep, a Company Secretary in Practice, have been appointed as the Scrutinizer by the Board of Directors of M/s Hindustan Oil Exploration Company Limited (the "Company") vide resolution dated 10th August 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolution(s) passed at the said Annual General Meeting (AGM) of the Company held on 25th September 2015 at 10.30 a.m.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means on the resolution(s) contained in the notice of the 31st AGM of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favor" or "against" the resolution(s) stated above, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL"), the authorized agency engaged to provide e-voting facilities.

3. Further to the above, I submit my report as under:

   i. The e-voting period remained open from Monday, 21st September, 2015 (9.00 a.m.) to Thursday, 24th September, 2015 (5.00 p.m.).
   ii. The members of the Company as of the "cut-off" date i.e. 18th September 2015 were entitled to vote on the resolution(s) as set out in the Notice of the 31st AGM of the Company.

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iii. The votes were unblocked on 25th September 2015 in the presence of 2 witnesses, Ms Payal C and Ms Josephin Daisy G, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Payal _____ G. Daisy _____

iv. The details containing inter alia, list of members who have voted "for" and "against" the resolution(s) that were put to vote, was generated from the e-voting website of the CDSL i.e. https://www.evoting.india.com and based on such reports generated, the result of the e-voting is as under:

Item No. 1: Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the reports of the Directors' and Auditor's thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015 (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
36	76405906	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
6	5616	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

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Item No. 2: To appoint a Director in place of Mr. Guido Papetti (DIN: 06616547), who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
34	76404747	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
8	6775	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

Item No. 3: To appoint a Director in place of Mr. Paolo Ceddia (DIN: 06638260), who retires by rotation and being eligible offers for re-appointment (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
34	76404747	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
8	6775	0.01

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(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

Item No. 4: To appoint Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors and authorise the board to fix their remuneration (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
35	76405706	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
7	5816	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

Item No. 5: To approve and ratify the remuneration of the Cost Auditor for the year ending March 31, 2016 (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
35	76405881	99.99

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(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
6	5616	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

Item No. 6: To appoint Mr. Sunil Behari Mathur (DIN: 00013239) as an Independent Director for a period of 5 years (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
34	76404597	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
8	6925	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

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Item No. 7: To appoint Ms. Sharmila Amin (DIN: 06770401) as an Independent Director for a period of 5 years (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
34	76404597	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
8	6925	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

Item No. 8: To appoint Mr. Elango Pandarinathan (DIN: 06475821) as a Director (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
35	76404797	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
7	6725	0.01

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(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

Item No. 9: To appoint Mr. Elango Pandarinathan (DIN: 06475821) as Managing Director for a period of 3 years (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
34	76404597	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
7	6775	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

Item No. 10: To appoint Mr. Ramasamy Jeevanandam (DIN: 07046442) as a Director (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
34	76404557	99.99

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(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
7	6725	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

Item No. 11: To appoint Mr. Ramasamy Jeevanandam (DIN: 07046442) as Whole-time Director & Chief Financial Officer for a period of 3 years (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
35	76404797	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
7	6725	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

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Item No. 12: To consider and approve the Associate Stock Option Plan 2015 (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
35	76405881	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
7	5641	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

Item No. 13: To consider and approve the grant of Employee Stock Options to issue securities of exceeding 1% of the issued capital of the Company during any one financial year to eligible associates under ASOP 2015 (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
35	76405881	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
7	5641	0.01



(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

Item No. 14: To consider fixing of borrowing limits for the Company (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
36	76406105	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
6	5417	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

Item No. 15: To consider the creation of charges (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
34	76404556	99.99

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(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
8	6966	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

Item No. 16: To consider the raising of Capital (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
37	76406106	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
5	5416	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

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Item No. 17: To consider ratification of the remuneration paid to Mr. Manish Maheshwari in his capacity as a Managing Director (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
33	76404073	99.99

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
8	7116	0.01

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Nil	0	0.00

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

S. SANDEEP & ASSOCIATES * COMPANY * FCS-5853 CP. No. 5987

S Sandeep
Practicing Company Secretary
CP No.: 5853
FCS: 5987

Place: Chennai
Date: 28th September 2015