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, पोरट 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/312/2019

July 26, 2019

Director – Investor Services & Listing,
The Bombay Stock Exchange 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.: Notice of 67th Annual General Meeting of Hindustan Petroleum Corporation Limited.

Dear Sirs,

In compliance of provisions of Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we write to forward herewith Notice of 67th Annual General Meeting of the Company which is sent to Members of the Company as a part of Annual Report for the Financial Year 2018-2019.

This is for your information and records.

Thanking you,

Very truly yours,

V. Murali

V. Murali
Company Secretary

Notice of Annual General Meeting

HINDUSTAN PETROLEUM CORPORATION LIMITED

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 **67th ANNUAL GENERAL MEETING** of the Members of Hindustan Petroleum Corporation Limited will be held on Wednesday, August, 21, 2019 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 Statements of the Company for the Financial Year ended March 31, 2019 and Reports of the Board of Directors and Auditors thereon.

2. To confirm Interim Equity Dividend declared for Financial Year 2018-2019 and to approve Final Equity Dividend for the Financial Year 2018-2019.

3. To appoint a Director in place of Shri Vinod S. Shenoy (DIN 07632981), who retires by rotation and being eligible, offer himself for re-appointment.

4. To appoint a Director in place of Shri Subhash Kumar (DIN 07905656), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

5. **Appointment of Shri Sunil Kumar (DIN 08467559) as Government Nominee Director of the Company.**

   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 Sections 149,152,161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and further amendments thereto from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also the provisions of Articles 112 and 121 of the Articles of Association of the Company, Shri Sunil Kumar who has been nominated by the Government of India as a Director of the Company and was appointed as an Additional Director (Nominee Director) of the Company by the Board of Directors with effect from May 30, 2019 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for the Financial Year 2018-2019 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 G. Rajendran Pillai (DIN 08510332) as an Independent Director of the Company.**

   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 Sections 149,152,161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and further amendments thereto from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also the provisions of Articles 112 and 121 of the Articles of Association of the Company, Shri Rajendran Pillai who has been appointed by the Government of India as an Independent Director of the Company and was appointed as an Additional Director of the Company by the Board of Directors with effect from July 15, 2019 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for the Financial Year 2018-2019 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.

Notice of Annual General Meeting

7. Payment of Remuneration to Cost Auditors for Financial Year 2019-2020:

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, if any, 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 total remuneration of ₹ 4,00,000 (₹ 2,00,000 each) plus reimbursement of out of pocket expenses at actuals plus applicable taxes 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 the Financial Year ending March 31, 2020, pertaining to various units as applicable and detailed in the statement annexed to this notice, be and is hereby ratified and approved.

8. Approval of Material Related Party Transactions to be entered during Financial Year 2020-21 & revision in amount of Material Related Party Transactions for Financial Year 2019-20.

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 Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transactions to be entered into with Joint Venture Company, M/s. HPCL Mittal Energy Limited (HMEL), for the Financial Year 2020-2021 for a value of ₹ 51,755.89 Crore (Rupees Fifty One Thousand Seven Hundred Fifty Five Crore and Eighty Nine Lakhs only) and for revising the value of Material Related Party Transactions from ₹ 47,954.44 Crore (Rupees Forty Seven Thousand Nine Hundred Fifty Four Crore and Forty Four Lakhs Only) to ₹ 50,194.80 Crore (Rupees Fifty Thousand One Hundred Ninety Four Crore and Eighty Lakhs Only) for the Financial Year 2019-2020 and that the Board of Directors of the Company or any other person(s) authorized by the Board, be and is 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.

By the Order of the Board,

V. Murali
Company Secretary

Date : July 24, 2019

Regd. Office : 17, Jamshedji Tata Road,
Churchgate,
Mumbai – 400 020

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 valid and effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. As per the relevant provisions of the Companies Act, 2013, 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 Member.
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 Meeting.
5. **Appointment / Re-appointment of Directors:**

   At the ensuing Annual General Meeting, Shri Vinod S. Shenoy & Shri Subhash Kumar retire by rotation and being eligible, offer themselves for re-appointment.
6. Details of Directors seeking appointment / re-appointment at the 67th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given as an Annexure to the Notice.

Notice of Annual General Meeting

7. 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 enclosed hereto and forms part of the Notice.

8. Book Closure for Final Dividend:

The Company has announced Book Closure from June 10, 2019 to June 14, 2019 (both days inclusive) and accordingly, Final Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2018-2019, if approved at the meeting, will be payable to those eligible members whose names appeared:

(1) As Beneficial Owners, as on June 08, 2019 as per the list to be 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 June 08, 2019 in respect of shares held in Physical Form.

9. Dematerialization of Shares:

SEBI vide notification dated June 08, 2018 has proposed amendment to Regulation 40 of the SEBI (LODR) Regulations, 2015. As per the said amendment effective December 05, 2018, except in cases of transmission or transposition, transfer of securities of the company cannot be processed unless the securities are held in dematerialized form with a Depository. The time limit for compliance was further extended till March 31, 2019.

The implication of this amendment is that securities of the company which are held in physical form cannot be transferred except in case of transmission & transposition of shares.

View above, we request the Members holding shares in Physical Form to kindly dematerialize their equity shareholding in HPCL.

10. 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. Holders of 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 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".

11. 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.

12. Non-Resident Members:

Non Resident Indian Members are requested to inform Registrar and Transfer Agents/their respective Depository Participants 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, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable the Company to remit dividend to the Bank Account directly.

13. Green Initiative:

In compliance of the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the Annual Reports / other documents by making a specific request quoting their Folio No./Client ID & DP ID to Company or to the R & T Agents.

14. Members to whom the hard copies 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 not be made available at the venue of the Meeting.

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

16. e-Voting: NSDL:

In compliance with the provisions of Section 108 of the Companies Act, 2013, the Companies (Management and Administration) Amendment Rules, 2015 made thereunder, regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Notice of Annual General Meeting

Members are provided with the facility to cast their vote electronically, through the remote e-Voting platform provided by National Securities Depository Limited (NSDL) on all the resolutions set forth in this notice. The e-Voting shall commence on August 16, 2019 at 4.00 p.m. (IST) and shall end on August 20, 2019 at 5.00 p.m. (IST). The e-Voting module shall be disabled by NSDL 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 August 14, 2019 may cast their vote electronically.

The voting results along with Scrutinizer Report shall be placed on the Company's website www.hindustanpetroleum.com and also on the website of NSDL within 48 hours of conclusion of the Meeting and will also be communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) where the shares of the company are listed.

e-Voting Procedure:

Step 1: Login to website

A. Members whose email IDs are registered:

1. Open the e-Voting website of NSDL by typing the following URL:

   https://www.evoting.nsdl.com on their computers/ mobiles.

2. Click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if EVEN is 101456 and folio number is 001*** and then user ID is 101456001***

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf file. The password to open the pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

Notice of Annual General Meeting

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

B. Members whose email IDs are not registered:

In such cases, physical copy of the Notice of AGM will be forwarded including the Admission-cum-Proxy Form which provides the E-Voting Event Number (EVEN), User ID and Password.

C. Members registered with NSDL eservices:

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com with your existing IDEAS login.

Step 2: Casting the evote

1. After successful login, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members:

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (pdf/jpg format) of the relevant Board Resolution / Authority Letter etc. with attested specimen signatures of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to evoting@nsdl.co.in
2. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or the 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
3. In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Shareholders available in the download section of www.evoting.nsdl.com or call on the toll free number 1800-222-990, or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, Trade World, A Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai–400 013, at the designated email address: evoting@nsdl.co.in or at telephone No. (022) 24994600, who will also address grievances connected with voting by electronic means.

17. 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 August 14, 2019.

18. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 14, 2019 may obtain the login ID and password by sending a request at helpdesk evoting@nsdl.co.in or to Shri B.B. Shirodkar, Chief Manager Shares, Shares Department, 2nd Floor, Petroleum House, Churchgate, Mumbai -400 020, Telephone No.: (022) 22863208 (email ID: bbshirodkar@hpcl.in)

Alternatively, if you are already registered with NSDL/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 User Details/Password" option available on www.evoting.nsdl.com

19. A member may participate in the AGM even after exercising his right to vote through remote e-Voting but

Notice of Annual General Meeting

shall not be entitled to vote again at the Annual General Meeting.

20. 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.

21. The facility for 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.

22. Shri Upendra Shukla, Practising Company Secretary (PCS), (Membership No. FCS 1654) has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.

23. 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 the Scrutinizer 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.

24. 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.

25. 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 NSDL 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 NSE & BSE.

26. 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 Serial No. 30.

(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.

27. Bank Mandates:

(a) In terms of Regulation 12 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, SEBI has advised all the listed companies 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. In cases where it is not possible to use electronic mode of payment, payable-at-par warrants or cheques may be issued. Further where it is not possible to effect electronic payment, SEBI has advised to print bank details on the dividend warrant instruments issued to members. 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, the Company 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 instruction given therein and forward the same to the R&T Agents at the address given below along with supporting documents. The form can also be obtained from the 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

28. Investors Education and Protection Fund:

Members are hereby informed that Dividends which have remain unclaimed / unencashed over a period of seven

Notice of Annual General Meeting

years from the dates it became due for payments 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 IEPF authority if they remain unencashed.

Dates of Declaration of Dividend	Dividend for the Financial Year	Proposed Month and Year of Transfer to the Fund
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
13.02.2016	2016-17 (1st Interim)	Mar.2024
23.03.2017	2016-17 (2nd Interim)	Apr.2024
15.09.2017	2016-17 (Final)	Oct.2024
09-02-2018	2017-18 (Interim)	Mar.2025
30-08-2018	2017-18 (Final)	Sept.2025
20-02-2019	2018-19 (Interim)	Mar.2026

It may please be noted that under the provisions of Section 125 (4) of the Companies Act, 2013, any person claiming to be entitled to the amount referred in sub-section 2 of Section 125 may apply to IEPF authority for refund of dividends from IEPF.

Pursuant to Section 124 (6) of Companies Act, 2013 read with the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the shares in respect of which dividend is unclaimed for a period of seven consecutive years or more are required to be transferred by the company to IEPF Authority.

In view of aforesaid provisions of the Companies Act 2013, members are requested to kindly ensure updation of their bank details and also encash their dividend warrants.

29. Unclaimed Dividends:

Members who are yet to encash/not received the earlier dividend(s) are advised to send requests for duplicate 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.

30. 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 : mt.helpdesk@linkintime.co.in
Bonds.helpdesk@linkintime.co.in

31 AGM Live Webcasting:

In Compliance of provisions of Regulation 44 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, since HPCL is among top 100 listed companies by Market Capitalization as on March 31, 2019, the Members are informed that the Company will be providing a facility to view the live streaming of the AGM Webcast on the NSDL website. You may access the same at https://www.evoting.nsdl.com by using your remote e-voting credentials. The link will be available in shareholder login where the EVEN of Company will be displayed.

The Webcast facility will be available from 11.00 a.m. onwards on August 21, 2019.

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

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 Sunil Kumar (DIN 08467559) as Government Nominee Director of the Company.

The Government of India has nominated Shri Sunil Kumar, Joint Secretary (Refineries), Ministry of Petroleum & Natural Gas (MoP&NG) as a Director on

Notice of Annual General Meeting

the Board of the Company. Accordingly, Shri Sunil Kumar was appointed by HPCL Board as an Additional Director (Nominee Director) with effect from May 30, 2019 in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Articles 112 and 121 of the Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed by the Board shall hold office upto the date of next Annual General Meeting of the Company or the last date on which the Annual General Meeting of the Company should have been held, whichever is earlier. Accordingly, Shri Sunil Kumar, 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 of the Companies Act, 2013 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 one lakh rupees. The Deposit shall be refunded to the person, if the person whose name is proposed gets elected as a Director or gets more than twenty-five percent of total valid votes cast either on Show of Hands/ Remote evoting/Ballot/e-Voting or on poll on such Resolution. The requirement of deposit of Rupees One Lakh shall not apply in case of appointment of an Independent Director or a Director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of Section 178 or a Director recommended by the Board of Directors of the Company, in the case of company not required to constitute Nomination and Remuneration Committee.

Accordingly, the Company has received a notice in writing from a Member along with requisite deposit proposing candidature of Shri Sunil Kumar, for the Office of Director in terms of provision of Section 160 of the Companies Act, 2013.

Shri Sunil Kumar is Joint Secretary (Refineries) in the Ministry of Petroleum and Natural Gas (MoP&NG) of Government of India. He does not hold 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. upto 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 G. Rajendran Pillai (DIN 08510332) as an Independent Director of the Company.

Shri G. Rajendran Pillai was appointed by the Board as an Additional Director of the Company with effect from July 15, 2019 consequent to his appointment as Independent Director of the Company by the Government of India in terms of provisions of Section 161 of the Companies Act, 2013, rules made there under and also in terms of Articles 112 and 121 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 by the Board shall hold office upto the date of next Annual General Meeting of the Company or the last date on which the Annual General Meeting of the Company should have been held, whichever is earlier. Accordingly, Shri Rajendran Pillai 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 of the Companies Act, 2013 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 one lakh rupees. The Deposit shall be refunded to the person, if the person whose name is proposed gets

Notice of Annual General Meeting

elected as a Director or gets more than twenty-five percent of total valid votes cast either on Show of Hands/Remote evoting/Ballot/e-Voting or on poll on such Resolution. The requirement of deposit of rupees one lakh shall not apply in case of appointment of an Independent Director or a Director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of Section 178 or a Director recommended by the Board of Directors of the Company, in the case of company not required to constitute Nomination and Remuneration Committee. Since Rajendran Pillai is an Independent Director of the Company, there is no requirement of submission of requisite deposit.

Accordingly, the Company has received a notice in writing from a Member proposing candidature of Shri G. Rajendran Pillai, for the Office of Director in terms of provision of Section 160 of the Companies Act, 2013.

Shri Rajendran Pillai hails from Kollam district. He has completed his B.A. and M.A. from SN College, Kollam and LLB from SP College of Chandrapur under Nagpur University.

He has worked with Income Tax Department and is currently practising as an Advocate in District Court of Kollam. He does not hold 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. upto 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. Payment of Remuneration to Cost Auditors for Financial Year 2019-2020:

The Board on the recommendation 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, 2020 as per the following details: -

Sr. No.	Name of the Unit	Name & Address of the Cost Auditors	Audit Fees
1.	Mumbai Refinery & Visakh Refinery	M/s. ABK & Associates, Jamuna Niwas, 1st Floor, 32-A, Jai Bharat Society, 3rd Road, Khar West, Mumbai – 400 052	₹ 2,00,000 *
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 (West) – 400 064	₹ 2,00,000 *

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

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. 7 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, 2020.

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. upto 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. 7 of the Notice.

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

8. Approval of Material Related Party Transactions to be entered during Financial Year 2020-21 & revision in amount of Material Related Party Transactions for Financial Year 2019-20.

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 read with Regulation 2 (1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Notice of Annual General Meeting

Hindustan Petroleum Corporation Limited is proposing to enter into certain business transactions with HMEL during Financial Year 2020-2021. The nature of transactions is in the form of purchase / sale of Petroleum Products, Employee Deputations, Infrastructure Charges etc. from / by HMEL.

All transactions to be entered into by the Company with HMEL are in the ordinary course of business and are at arm's length basis and necessary approvals as required in compliance of the provisions under the Companies Act, 2013 have already been obtained from the Audit Committee/Board.

It may be noted that as per the explanation to Regulation 23 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds ten percent of the Annual Consolidated Turnover of the Listed entity as per its last audited Financial Statements. Further, as per Sub-Regulation 4 of the said Regulations, all Material Related Party Transactions require approval of the Members through Resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

The transactions with HMEL for Financial Year 2020-21 are estimated to be ₹ 51,755.89 (Rupees Fifty-One Thousand Seven Hundred Fifty-Five Crore and Eighty-Nine Lakhs Only) and which are likely to exceed ten percent of the estimated Annual Consolidated Turnover of the Company for the Financial Year 2019-20.

Members may please note that based on the criteria as mentioned above, the transactions to be entered into by the Company with HMEL during the Financial Year 2020-21 are "Material" and therefore, requires approval of the Company by way of passing of an Ordinary Resolution.

Further, Members of the Company through the process of Postal Ballot have passed on February 15, 2019 an Ordinary Resolution for entering into Material Related Party Transactions with HMEL for Financial Year 2019-20 for a value of ₹ 47,954.44 Crore (Rupees Forty Seven Thousand Nine Hundred Fifty Four Crore and Forty Four Lakhs Only). However, in addition to the transactions for which approvals are already in place, sale/purchase of Crude is expected during the Financial Year 2019-20 and accordingly, total amount of transactions with HMEL is expected to increase from ₹ 47,954.44 Crore (Rupees Forty Seven Thousand Nine Hundred Fifty Four Crore and Forty Four Lakhs Only) to ₹ 50,194.80 Crore (Rupees Fifty Thousand One Hundred Ninety Four Crore and Eighty Lakhs Only). Accordingly, approval of the Members is also sought by passing of an Ordinary Resolution for revising the amount of Transactions to be entered into with HMEL for Financial Year 2019-20 from ₹ 47,954.44 Crore (Rupees Forty Seven Thousand Nine Hundred Fifty Four Crore and Forty Four Lakhs Only) to ₹ 50,194.80 Crore (Rupees Fifty Thousand One Hundred Ninety Four Crore and Eighty Lakhs Only).

Approval of the Members of the Company is therefore required in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by way of Passing of an Ordinary Resolution for approval to the aforesaid Material Related Party Transactions to be entered for Financial Year 2020-21. Approval of the Members of the Company is also required by way of Passing of an Ordinary Resolution for revising the amount of Material Related Party Transactions to be entered for Financial Year 2019-20.

Relevant Document(s) referred to 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 the date of the Meeting.

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

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

By the Order of the Board,

V. Murali
Company Secretary

Date : July 24, 2019

Regd. Office : 17, Jamshedji Tata Road,
Churchgate,
Mumbai – 400 020.

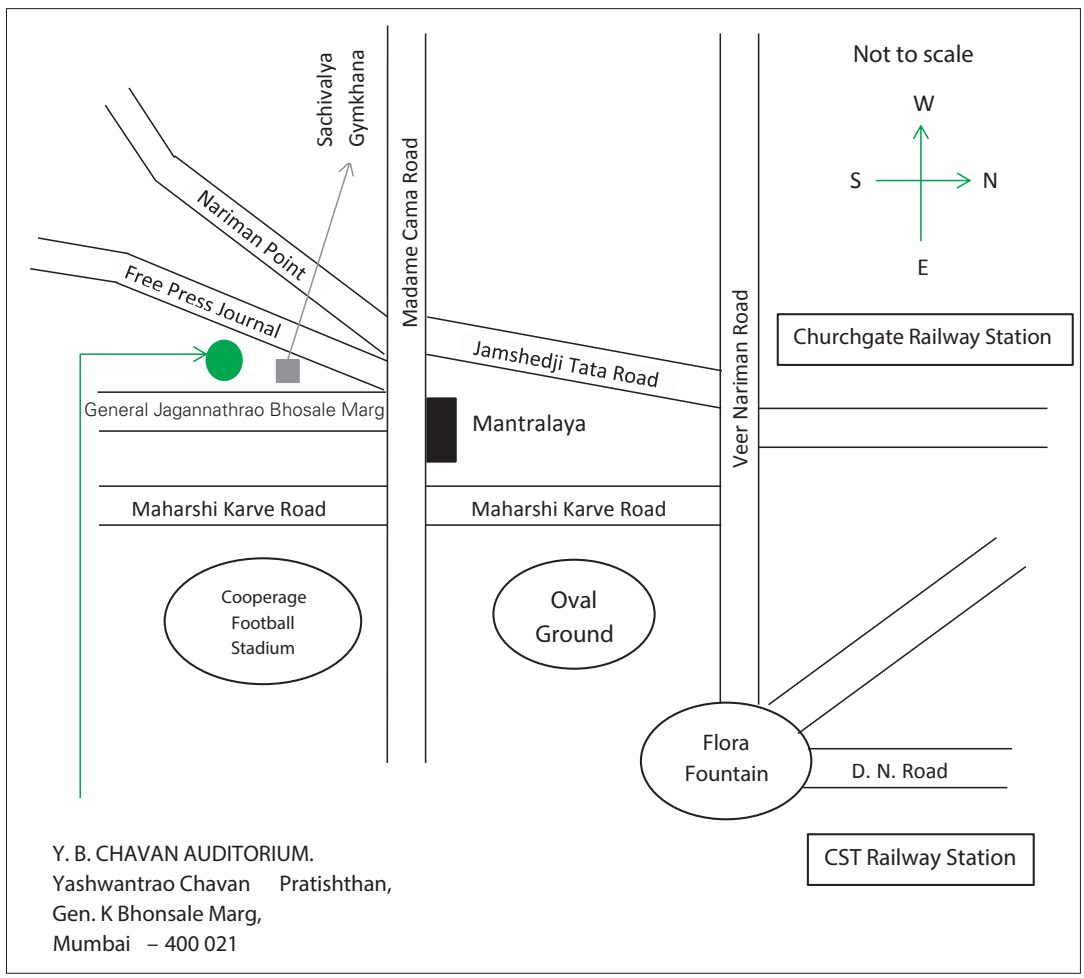
Notice of Annual General Meeting

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

Details of Directors seeking appointment/re-appointment at the 67th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of the Director	Shri Vinod S. Shenoy	Shri Subhash Kumar	Shri Sunil Kumar	Shri G. Rajendran Pillai
Date of Birth	09.09.1962	01.01.1962	16.08.1970	03.05.1960
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board	01.11.2016	22.05.2018	30.05.2019	15.07.2019
Qualifications	B.E. (Chemical)	M.Com, Fellow ICMAI, ACS	IRAS, Bachelor of Technology, Financial Management, Master in Business Administration, Diploma in Public Administration.	B.A., M.A., LLB.
List of Directorship in other Listed Companies as on July 24, 2019	Mangalore Refinery and Petrochemicals Limited	1. Oil and Natural Gas Corporation Limited 2. Mangalore Refinery and Petrochemicals Limited	-	-
Membership of the Committees of the Board in Listed Entities as on July 24, 2019	Member, Audit Committee and Stakeholders' Relationship Committee Mangalore Refinery and Petrochemicals Limited	Member, Stakeholders' Relationship Committee Oil and Natural Gas Corporation Limited	-	-
Shareholding in HPCL	Nil	Nil	Nil	Nil
Disclosure of relationship between Directors inter se	There is no relationship inter se between the Directors.	There is no relationship inter se between the Directors.	There is no relationship inter se between the Directors.	There is no relationship inter se between the Directors.
Brief Resume and Nature of Expertise in Specific Functional Areas	A Bachelor in Chemical Engineering from IIT Mumbai, Shri Vinod Shenoy started his career with HPCL in June 1985. During his career spanning over 33 years, Shri Shenoy has held various positions in the Refinery Divisions and Corporate Departments of HPCL and has wide exposure to the Petroleum Industry.	Mr Subhash Kumar is Director (Finance) of ONGC effective 31st January 2018 Mr Kumar joined ONGC in 1985 as Finance & Accounts Officer. After initially working in Jammu and Dehradun, he had a long stint at ONGC Videsh, the overseas arm of ONGC. During his tenure with ONGC Videsh, Mr Kumar was associated with key acquisitions and expansion of company's footprint from single asset company in 2001 into a company with global presence in 17 countries with 37 assets. He played a key role in evaluation and acquisition of many assets abroad by ONGC Videsh.	As Joint Secretary (Refineries), Shri Sunil Kumar looks after the matters related to Refineries, Auto Fuel Policy, Petrochemicals, Import/export of crude oil and other petroleum products; Bio Fuels, Renewable Energy and Conservation, Integrated Energy Policy; Climatic Change & National Clean Energy Policy. Before joining MoP&NG, he has worked with Indian Railways in various capacities including Director Finance-Expenditure in Railway Board and Chief Project Manager of Accounting Reform Project of Indian Railways.	Shri G. Rajendran Pillai hails from Kollam district. He has completed his B.A. and M.A. from SN college, Kollam and LLB in SP college of Chandrapur under Nagpur University. He has worked with Income Tax Department and is currently practising as an Advocate in District Court of Kollam.

ROUTE MAP TO THE VENUE OF THE 67TH ANNUAL GENERAL MEETING ON WEDNESDAY, AUGUST 21, 2019 AT 11.00 A.M.



Y. B. CHAVAN AUDITORIUM.
Yashwantrao Chavan Pratishthan,
Gen. K Bhonsale Marg,
Mumbai – 400 021