NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of Hindustan Oil Exploration Company Limited will be held on Friday, September 26, 2014 at 10:30 a.m. at 'Tropicana Hall', The Gateway Hotel Vadodara, Akota Gardens, Akota, Vadodara-390 020 (Gujarat) India, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt: (a) the audited financial statements of the Company for the Financial Year ended March 31, 2014, 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, 2014.

2. To appoint a Director in place of Mr. V. S. Rangan (DIN: 00030248), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

3. To appoint a Director in place of Mr. Manish Maheshwari (DIN: 01791004), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

4. To appoint a Director in place of Mr. Guido Papetti (DIN: 06616547), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

5. To appoint a Director in place of Mr. Paolo Ceddia (DIN: 06638260), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

6. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Registration No. 101049W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration and out-of-pocket expenses as shall be fixed either by the Board of Directors of the Company or by the Board authorising the Managing Director of the Company in this regard."

SPECIAL BUSINESS

7. To appoint Mr. R. Vasudevan (DIN: 00025334) as an Independent Director and in this regard 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement executed by the Company with the Stock Exchanges on which the equity shares of the Company are listed (the "Listing Agreement"), Mr. R. Vasudevan (DIN: 00025334), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has the rich experience and in depth knowledge of the energy sector and has made significant contribution to the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years for a term until the conclusion of the 35th Annual General Meeting of the Company."

8. To appoint Mr. Sunil Behari Mathur (DIN: 00013239) as an Independent Director and in this regard 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement executed by the Company with the Stock Exchanges on which the equity shares of the Company are listed (the "Listing Agreement"), Mr. Sunil Behari Mathur (DIN: 00013239), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, and who has submitted a declaration that he meets the criteria

of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has rich experience and knowledge and has made significant contribution to the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years for a term until the conclusion of the 35th Annual General Meeting of the Company."

9. To appoint Mr. Dhruv S. Kaji (DIN: 00192559) as an Independent Director and in this regard 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement executed by the Company with the Stock Exchanges on which the equity shares of the Company are listed (the "Listing Agreement"), Mr. Dhruv S. Kaji (DIN: 00192559), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has requisite experience and knowledge, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years for a term until conclusion of 35th Annual General Meeting."

10. To re-appoint Mr. Manish Maheshwari (DIN: 01791004) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Manish Maheshwari (DIN: 01791004) as Managing Director of the Company, for a period of five (5) years with effect from conclusion of this Annual General Meeting until the conclusion of 35th Annual General Meeting of the Company, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with authority to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Manish Maheshwari, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. To approve the remuneration of the Cost Auditor-in-Practice for the Financial Year ending March 31, 2015 and in this regard 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 all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), General Circular 15/2011 and General Circular No. 36/2012, both issued by Cost Audit Branch, Ministry of Corporate Affairs, Government of India, the Cost Auditor-in-Practice, Mr. K. Suryanarayanan, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. To approve increase in the authorised share capital of the Company 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 13, 14 and 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 4 of the Articles of Association of the Company, the authorised share capital of the Company of INR 2,000,000,000 (Rupees Two Hundred Crore) divided into 200,000,000 (Twenty Crore) equity shares of INR 10 (Rupees Ten) each be and is hereby increased to INR 5,000,000,000 (Rupees Five Hundred Crore) divided into 500,000,000 (Fifty Crore) equity shares of INR 10 (Rupees Ten) each, ranking pari passu with the existing shares of the Company."

13. To approve alteration of Memorandum of Association of the Company and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following Clause V:

V. The Authorised Share Capital of the Company INR 5,000,000,000 (Rupees Five Hundred Crore) divided into 500,000,000 (Fifty Crore) Equity shares of INR 10 (Rupees Ten) each with the power to the Company to increase or reduce or modify the said capital and to divide the shares for the time being of the Company into several classes and attach thereto such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being, be provided for by the Articles of Association of the Company."

14. To approve alteration of Articles of Association of the Company and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the existing Articles of Association of the Company be and is hereby altered by substituting the existing Article 3 with the following Article:

3. The Authorised share capital of the Company is INR 5,000,000,000 (Rupees Five Hundred Crore) divided into 500,000,000 (Fifty Crore) Equity shares of INR 10 (Rupees Ten) each."

15. To approve and ratify the remuneration paid to Mr. Manish Maheshwari as Managing Director of the Company for the period from April 01, 2013 to March 31, 2014 and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 197, 203 and other applicable provisions read with Schedule V of the Companies Act, 2013, and subject to approval of the Central Government, if applicable, the remuneration of INR 4,100,649 paid to Mr. Manish Maheshwari, Managing Director, for the period from April 01, 2013 to March 31, 2014, in his capacity as the Managing Director of the Company, being in excess of the limits specified in Schedule V, be and is hereby approved and ratified."

By Order of the Board of Directors

Place : Chennai
Date : July 26, 2014

Minesh Bhatt
Assistant Company Secretary &
Compliance Officer

Registered Office:
'HOEC House', Tandalja Road
Vadodara-390 020.

CIN: L11100GJ1996PLC029880

E-mail: hoecshare@hoec.com

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than twenty-four hours before the commencement of the Meeting.**
2. **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 shareholder.**
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, details of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships, if any, with the directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in this Notice.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. The Company has notified closure of Register of Members and Share Transfer Books from Friday, August 08, 2014 to Tuesday, August 12, 2014 (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.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public holidays during business hours up to the date of the Meeting.

   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.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
11. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/the Registrar and Share Transfer Agent Link Intime India Pvt. Limited, (Unit: Hindustan Oil Exploration Company Limited), B-102 & 103, Shangrila Complex, First Floor, Opp: HDFC Bank Limited, Nr. Radhakrishna Char Rasta, Akota, Vadodara – 390020 (Gujarat), Tel: 0265-2356573/2356794 Fax No. 0265-2356791, Email ID: vadodara@linkintime.co.in
12. Members/Beneficial Owners are requested to quote their Ledger Folio No./DP & Client ID Nos., 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.
13. The Company has transferred the unpaid or unclaimed dividends warrants for the Financial Year 2005-2006 and Rights Issue 2006 application money to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

    Further, Members who have not encashed their Dividend Warrants for the years ended March 31, 2008 and March 31, 2011 and Rights Issue Application Money Refund Orders dated February 28, 2008 are requested to write to the Company, mentioning the relevant folio number(s)/ Rights Issue application number or DP ID & Client ID Number(s) for issuance of new payment instrument against the unencashed Dividend Warrants/Refund Orders. The amount remain unclaimed/un-encashed over a period of 7 years from the date they became due for payment have to be transferred by the Company to IEPF, no claim shall be tenable for the unclaimed dividend warrants/refund orders amounts transferred to IEPF.
14. 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 Link Intime India Pvt. Limited.
15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
16. 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 Agent, Link Intime India Pvt. 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 dematerialised form, if not already done, so as to avoid inconvenience in future.

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

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

PROCEDURE FOR E-VOTING

Pursuant to Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules framed thereunder, the Company is pleased to provide e-voting facility through Central Depository Services Limited 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 30th Annual General Meeting of the Company scheduled to be held on September 26, 2014. The Company has also provided facility of Ballot Form to those Members who are not in a position to vote electronically. The Company has appointed Mr. Niraj Trivedi, a Company Secretary-in-Practice as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on August 07, 2014 (end of day). The e-voting will commence at 9.00 a.m. on September 20, 2014 and will end at 6.00 p.m. on September 21, 2014. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

A. In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select Electronic Voting Sequence Number (EVSN) Hindustan Oil Exploration Company Limited from the drop down menu and click on 'SUBMIT'

(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 of the e-voting website www.evotingindia.com 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 first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB / Dividend Bank Details*	• Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/ yyyy format. • 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 the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

* Any one of the details DOB or Dividend bank details should be entered logging in to the account.

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

(ix) Members holding shares in physical form will then reach directly 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 140823008 (EVSN) < 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the 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.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B. In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on September 20, 2014 from 9:00 a.m. and ends on September 21, 2014 at 6:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut off of date Thursday, August 07, 2014, (end of day) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.

C. Other Instructions:

i. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 07,2014 (end of day).

iii. Mr. Niraj Trivedi. Company Secretary-in-Practice (CP No. 3123), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

iv. The Scrutinizer shall, within a period not exceeding three working days from the

conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hoec.com and on the website of CDSL, www.cdslindia.com within two days of the passing of the resolutions at the 30th AGM of the Company on September 26, 2014 and communicated to the Stock Exchanges, where the shares of the Company are listed.

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

19. Information as required under Clause 49 of the Listing Agreement in respect of Directors being re-appointed.

Mr. V. S. Rangan

Mr. V. Srinivasa Rangan, 54 years, holds a Bachelor's degree in Commerce and is an associate member of the Institute of Chartered Accountants of India (ICAI) and Institute of Cost and Works Accountants of India. Mr. Rangan is an Executive Director of Housing Development Finance Corporation Limited (HDFC) besides being on the Board of other companies.

Mr. Rangan was conferred the "Best CFO in the Financial Sector for 2010" by ICAI for exceptional performance and achievements.

Mr. V. Srinivasa Rangan is on the Board of the following Companies and its Committees of the Board:

Name of the Company	Position	Name of Committee & Position
Housing Development Finance Corporation Limited	Executive Director	Shareholder & Investor Grievance Committee : Member
HDFC Developers Limited	Director	—
HDFC Holdings Limited	Director	Audit Committee : Member
HDFC Investments Limited	Director	Audit Committee : Member
HDFC Property Ventures Limited	Director	—
HDFC Trustee Company Limited	Director	Audit Committee : Member
HDFC Venture Capital Limited	Director	—
Atul Limited	Director	Audit Committee : Member
Cholamandalam Investment and Finance Company Limited	Director	Audit Committee : Member
TVS Credit Services Limited	Director	Audit Committee : Member
HDFC Education & Development Services Private Limited	Director	Audit Committee : Member
Credila Financial Services Private Limited	Director	—
IVF Advisors Private Limited	Director	—

Mr. Manish Maheshwari

Mr. Manish Maheshwari, 46 years, holds Bachelor (Hons.) degree in Chemical Engineering and Masters in Business Administration from Strathclyde University, U. K. and received the Danida Fellowship. He has business experience of more than 26 years. Prior to his appointment as the Managing Director of the Company, he held the office of the Chief Financial Officer of the Company. Mr. Manish Maheshwari is also the Chairman of HOEC Bardahl India Limited, the wholly owned subsidiary of the Company.

Mr. Guido Papetti

Mr. Guido Papetti, 53 years, doctorate in Geological Sciences from University of Milan, has around 26 years of technical and operational experience in E&P industry. He has held various positions while working with Eni in Europe, UK, Kazakhstan, Africa and Middle East countries. Currently he is the Managing Director of Eni India Limited.

Mr. Paolo Ceddia

Mr Paolo Ceddia, 53 years, graduated in Business Administration from Bocconi University in Milan, has 27 years of planning and control experience in telecommunication and oil & gas companies. He joined Eni in 1994, where he held several assignments in planning and control area in exploration & production division at Eni SpA. He dealt with important projects in scope of management reporting, adoption of IFRS and US GAAP. He is responsible for Eni's Business program and support of Central Asia, Far East and Pacific Area.

Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 7

Mr. R. Vasudevan, is Independent Director of the Company and has held the position as such for more than five (5) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company. Accordingly, it is proposed to appoint Mr. R. Vasudevan as Independent Director under Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for five (5) consecutive years for a term up to the conclusion of the 35th Annual General Meeting of the Company.

Mr. R. Vasudevan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. Further Mr. R. Vasudevan has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. R. Vasudevan for the office of Director of the Company.

In the opinion of the Board, Mr. R. Vasudevan fulfills the conditions for appointment as Independent Director as specified in the Act and the rules made thereunder, as well as the Listing Agreement. Mr. R. Vasudevan is independent of the management.

Brief resume of Mr. R. Vasudevan, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships, if any, with the directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are forming part of the this Notice.

Brief resume of Mr. R. Vasudevan

Mr. R. Vasudevan, 77 years, holds B.A. (Hons.) (Economics) degree from the University of Madras, M.A. (Economic Statistics) degree from the University of Delhi and M.P.A. (Development Economics) from Harvard University, Boston, U.S.A.

He has held various senior level positions in the ministries of the Government of India including the Prime Minister's Office, Ministry of Steel and Ministry of Petroleum and Natural Gas. He retired as Secretary to the Government of India, Ministry of Power. He was a founder director of Small Industries Development Bank of India. He is Non-Executive Chairman/ Independent Director of the Company.

Mr. R. Vasudevan is on the Board of the following Companies and its Committees of the Board:

Name of the Company	Position	Name of Committee & Position
Haldia Petrochemicals Limited	Executive Director	
Cosmo Films Limited	Director	Audit Committee : Member Shareholder & Investor Grievance Committee : Member
Balrampur Chini Mills Limited	Director	Nomination & Remuneration Committee : Member
Purearth Infrastructure Limited	Whole Time Director	Audit Committee : Member

Copy of the draft letter of appointment of Mr. R. Vasudevan as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. R. Vasudevan is interested in the resolutions set out at Item No. 7 of the Notice with regard to his appointment. Mr. R. Vasudevan holds 22,874 equity shares granted to him and exercised from time to time under LTIP - HOEC ESOP Scheme.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No. 8

Mr. Sunil Behari Mathur, is Independent Director of the Company and has held the position as such for more than five (5) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company. Accordingly, it is proposed to appoint Mr. Sunil Behari Mathur as Independent Director under Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for five (5) consecutive years for a term up to the conclusion of the 35th Annual General Meeting of the Company.

Mr. Sunil Behari Mathur, is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his

consent to act as Director. Further Mr. Sunil Behari Mathur has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sunil Behari Mathur for the office of Director of the Company.

In the opinion of the Board, Mr. Sunil Behari Mathur fulfills the conditions for appointment as Independent Director as specified in the Act and the rules made thereunder, as well as the Listing Agreement. Mr. Sunil Behari Mathur is independent of the management.

Brief resume of Mr. Sunil Behari Mathur, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships, if any, with the directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are forming part of the this Notice.

Brief resume of Mr. Sunil Behari Mathur

Mr. Sunil Behari Mathur, 70 years, is a Chartered Accountant. He has more than 47 years of experience in the fields of insurance and housing finance. He was the Chairman of Life Insurance Corporation of India. He has been sponsored by United States Agency for International Development ("USAID") for a training program on housing finance at the Wharton Business School of the University of Pennsylvania.

He also holds trusteeships, advisory/administrative roles on various Government bodies, authorities and corporations.

Name of the Company	Position	Name of Committee & Position
IDFC Trustee Company Limited	Chairman & Director	
Cholamandalam MS General Insurance Company Limited	Chairman & Director	Audit Committee – Chairman
National Stock Exchange of India Limited	Chairman & Director	Shareholder Transfer & Investor Grievance – Member
National Collateral Management Services Limited	Director	
Havells India Limited	Director	Audit Committee – Member –
DCM Sriram Industries Limited	Director	Audit Committee – Member
Infrastructure Leasing & Finance Company Limited	Director	
Housing Development Infrastructure Limited	Director	
Ultra Tech Cement Limited	Director	
Axis Bank Limited	Director	Audit Committee – Chairman Investor Grievance Committee – Member
Mindas Corporation Limited	Director	Audit Committee – Member
ITC Limited	Director	Audit Committee – Chairman
Janalakshmi Financial Services Pvt Limited	Director	
Munich Re India Services Pvt. Limited	Director	
India Mortgage Guarantee Corporation Pvt. Limited	(Nominee Director of National Housing Bank)	
National Investment Fund	Advisor	
Insurance Regulatory and Development Authority	Member	

Copy of the draft letter of appointment of Mr. Sunil Behari Mathur as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Sunil Behari Mathur is interested in the resolutions set out at Item No. 8 of the Notice with regard to his appointment. Mr. Sunil Behari Mathur holds 8,215 equity shares granted to him and exercised from time to time under LTIP- HOEC ESOP Scheme.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Item No. 9

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Dhruv S. Kaji as an Additional Director of the Company with effect from February 14, 2014.

In terms of the provisions of Section 161(1) of the Act, Mr. Dhruv S. Kaji would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Dhruv S. Kaji for the office of Director of the Company.

Mr. Dhruv S. Kaji is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to five (5) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Dhruv S. Kaji that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mr. Dhruv S. Kaji possesses requisite experience and knowledge inter alia, in the field of finance and the Company is expected to gain tremendously from his guidance.

In the opinion of the Board, Mr. Dhruv S. Kaji fulfills the conditions for his appointment as an Independent Director as specified in the Act and the rules made thereunder, as well as the Listing Agreement. Mr. Dhruv S. Kaji is independent of the management.

Brief resume of Mr. Dhruv S. Kaji, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are forming part of this Notice.

Brief resume of Mr. Dhruv S. Kaji

Mr. Dhruv Kaji, 63 years, is a Chartered Accountant. He has diversified business experience in the field of textiles, apparel, cement, engineering and cosmetics in India as well as overseas. He has served on the Board of Companies like Raymond Apparel, Balaji Telefilms Limited and Colorplus Fashions. Currently, he is on the Board of Diamines & Chemicals Limited, Orion Trade FZCO and Superadd Trade & Services Pvt. Limited.

He has authored several books on Vedanta philosophy.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Dhruv S. Kaji is appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Dhruv S. Kaji as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

Item No. 10

The Nomination and Remuneration Committee and the Board of Directors of the Company (the 'Board'), at their respective meetings held on July 26, 2014, have subject to the approval of Members, unanimously approved and recommended reappointment of Mr. Manish Maheshwari as Managing Director, for a period of five (5) years from the expiry of his present term, which expires at the conclusion of the 30th Annual General Meeting.

The Company is in receipt of the consent of Mr. Manish Maheshwari to act as the Managing Directorof the Company, if appointed.

It is proposed to seek the Members' approval for the re-appointment of and remuneration payable to Mr. Manish Maheshwari as Managing Director in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Manish Maheshwari are as under:

Mr. Manish Maheshwari, 46 years, holds Bachelor (Hons.) degree in Chemical Engineering and Masters in Business Administration from Strathclyde University, U.K. and received the Danida Fellowship. He has diversified business experience of more than 26 years. Prior to his appointment as the Joint Managing Director of the Company, he held the office of the Chief Financial Officer of the Company. Mr. Manish Maheshwari is also the Chairman (Non-Executive) of HOEC Bardahl India Limited, the wholly owned subsidiary of the Company.

The material terms of the said appointment including the remuneration are as under:

Period: The appointment will be effective until the conclusion of the 35th Annual General Meeting.

Nature of Duties: The Managing Director is authorised to exercise substantial powers of management and shall be responsible for the day-to-day management, subject to the superintendence, direction and control of the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall also include a Committee thereof).

The Managing Director shall have the general control of the business of the Company with powers to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of business he may consider necessary or proper in the interest of the Company and carry out such duties as may be entrusted and/or delegated to him by the Board from time to time.

Remuneration: The Managing Director shall be entitled to the following emoluments, benefits and perquisites subject to the ceiling limits laid down in Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

Basic Salary: INR 672,750 per month.

Perquisites/Allowances: In addition to the salary and performance bonus payable, the Managing Director shall also be entitled to perquisites and allowances such as house rent allowance, leave travel concession for self and family members, children education allowance & scholarship for upto two children, reimbursement of medical expenses incurred for self and family and flexible allowance etc. in accordance with the rules of the Company from time to time or as may be agreed to by the Board and Mr. Manish Maheshwari. However, such perquisites and allowances will not exceed the present limit of 122.23% of annual basic salary.

Provision of company car with driver, telephone and other necessary communication facilities at residence shall not be included in the computation of perquisites for the purpose of calculating the said ceiling. Personal long distance calls shall be borne by Mr. Manish Maheshwari.

Performance Bonus: Incentives by way of Bonus (including Stock options) as approved by the Board or a Committee thereof, from time to time.

Miscellaneous Benefits: Medical insurance for self and family, personal accident insurance, fees for one club (excluding admission and life membership fees).

Other Benefits: In addition to the above, Mr. Manish Maheshwari will also be entitled to the following benefits:

Gratuity payable under the Payment of Gratuity Act. Leave entitlement as may be applicable under the rules of the Company and encashable on retirement or separation. Contribution to provident fund and superannuation fund or annuity fund subject to the maximum amount as may be permitted under the rules of the Company.

These Miscellaneous and Other Benefits will not be included in the computation of limits for the remuneration or perquisites aforesaid.

Minimum Remuneration: Where in any financial year during the tenure of Mr. Manish Maheshwari as Managing Director, the Company has no profits or the profits are inadequate, remuneration by way of salary, perquisites, performance bonus as specified above, will be subject to such approvals as may be necessary.

Other Terms: (i) If at any time Mr. Manish Maheshwari ceases to be a Director of the Company for any reasons whatsoever, he shall cease to be the Managing Director; (ii) Managing Director shall not be entitled for sitting fees for attending the meetings of the Board and Committees thereof; (iii) Managing Director shall not become interested or concerned directly or through his spouse and/or minor children in any sole selling agency of the Company without the prior approval of the Central Government; (iv) Board of Directors of the Company shall have the authority to fix/revise the remuneration and other terms & conditions for the Managing Director from time to time.

Mr. Manish Maheshwari is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

This may be treated as an abstract of the terms and conditions governing the appointment and remuneration of Mr. Manish Maheshwari as Managing Director pursuant to the Companies Act, 2013.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/thier relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Resolutions set out at Item No. 10 to the Members for their approval.

Item No. 11

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost-Auditor-in-Practice, Mr. K. Suryanarayanan to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 on a remuneration of INR 2,00,000 (Two Lac) apart from reimbursement of out of pocket expenses incurred for the purpose of audit of cost records.

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 has to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 11 of the Notice for ratification of the remuneration payable to Cost Auditor Mr. K. Suryanarayanan, Cost Accountant-in-Practice for the Financial Year ending March 31, 2015.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the Members.

Item Nos. 12, 13 & 14

The authorised share capital of the Company presently stands at INR 2,000,000,000 (Two Hundred Crore) divided into 200,000,000 (Twenty Crore) equity shares of INR 10 each. The proposed increase in the authorised capital will allow the Company to increase its share capital by fresh issue of appropriate equity instruments as and when needed for pursuing existing projects in Cauvery, Cambay, Assam and Jaisalmer Basin and address potential new opportunities. It is therefore considered advisable to increase the authorised share capital of the Company from INR 2,000,000,000 (Two Hundred Crore) to INR 5,000,000,000 (Five Hundred Crore).

The proposed increase of the authorised share capital of the Company requires the approval of the Members in General Meeting. Consequent upon the said increase, the Memorandum & Articles of Association of the Company will require alteration so as to reflect the increase in share capital. Therefore, it is necessary to alter Clause V of the Memorandum of Association and substituting a new Article 3 in place of existing Article 3 in the Articles of Association. Such increase in the authorised share capital is authorised by Article 4 of the Articles of Association of the Company.

The Board recommends the Resolutions against the Item Nos. 12, 13 and 14 for approval of the Members. The Directors' of the Company may be deemed to be concerned or interested in the said Resolutions to the extent of their shareholding.

Item Nos. 15

Mr. Manish Maheshwari was appointed as the Managing Director at the 27th Annual General Meeting of the Company held on September 28, 2011. His appointment including remuneration and other terms and conditions of appointment were approved by the Members at the aforesaid Annual General Meeting. During the year under review, he held the office of the Managing Director from April 01, 2013 to March 31, 2014.

In view of the revision in estimation of PY-1 Reserves in 2013, there has been a significant depreciation charge to Statement of Profit and Loss in this Financial Year and thus the said remuneration has been rendered in excess of the limits specified under the Companies Act, 2013. Accordingly, in terms of the applicable provisions of Schedule of the Companies Act, 2013, the said remuneration is required to be approved by the Members vide Special Resolution.

The information as required by Schedule V Part II Section II is as under:

I. GENERAL INFORMATION

(1) Nature of Industry: The Company belongs to the Exploration & Production (E&P) industry in the oil and gas sector.

(2) Due or expected date of commencement of commercial production: The Company is in production phase.

(3) Financial performance based on given indicators: The financial performance of the Company based on the indicators is detailed in the Annual Report sent along with this Notice. The same is not repeated here for the sake of brevity. Further, the Company has not made any default in payment of debt or interest payable thereon.

(4) Export Performance and net foreign exchange collaborations: The Company contributes to the domestic production of oil & gas and thus substitutes import, and reduces dependency on foreign sources of hydrocarbons.

(5) Foreign investments or collaborators, if any: Eni Group, a major integrated multinational energy company, is the promoter of the Company.

II. INFORMATION ABOUT THE APPOINTEE

(1) Background Details:

Mr. Manish Maheshwari, 46 years, holds Bachelor (Hons.) degree in Chemical Engineering and Masters in Business Administration from Strathclyde University, U.K. and received the Danida Fellowship. He has business experience of more than 26 years. Prior to his appointment as the Managing Director of the Company, he held the office of the Chief Financial Officer of the Company. Mr. Manish Maheshwari is also the Chairman (Non-Executive) of HOEC Bardahl India Limited, the wholly owned subsidiary of the Company.

(2) Past Remuneration:

The remuneration drawn by Mr. Manish Maheshwari during the previous year i.e. April 01, 2012 to March 31, 2013 was INR 20,191,035.

(3) Job Profile and his suitability:

Mr. Manish Maheshwari holds B.E. (Hons.) in Chemical Engineering, and Masters in Business Administration from Strathclyde University, U.K. Prior to Hindustan Oil Exploration Company Limited, he has worked with a Danish Development Financial Institution and Tata Group including upstream oil and gas venture. Based on his performance, he was appointed as the Joint Managing Director of the Company w.e.f. August 01, 2006 vide Shareholders' Special Resolution dated September 28, 2006 and appointed as the Managing Director vide Shareholders' Special Resolution passed at the 27th Annual General Meeting held on September 28, 2011.

(4) Remuneration proposed to be approved:

Remuneration of INR 4,100,649 paid for the period April 01, 2013 to March 31, 2014 being in excess of the limits specified is proposed to be approved by the members as per provisions of the Companies Act, 2013.

(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Comparative remuneration profile for the Exploration and Production (E&P) industry in the oil and gas sector is summarised as below:

A. Remuneration of Whole-time Director of Selan Exploration Technology Limited for FY 2013-2014 was INR 35,700,000 per annum plus other statutory benefits like contributions to provident fund, gratuity etc.

(Source: Annual Report of Selan Exploration Technology Limited for FY 2013-2014).

B. Hardy Exploration and Production (India) Inc. paid an amount of equivalent to INR 30,537,240 to its Chief Executive Officer during year 2013-2014.

(Source: Annual Report and Accounts for 2013-2014 of Hardy Oil & Gas).

C. Chief Executive Officer of Jubilant Energy received remuneration of INR 24,896,360 and additional bonus of INR 8,728,500 during the year March 31, 2013.

(Source: Annual Report and Accounts for 2013 of Jubilant Energy).

The above E&P companies are comparable to HOEC in terms of size and profile.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Except for his remuneration, Mr. Manish Maheshwari has no pecuniary relationship directly or indirectly with the Company. He is not related to any managerial personnel or Director of the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

Subsequent to drilling of 'Surya' Well in October 2012, there has been a reduction in the assessment of Total Proved (Developed and Undeveloped) Reserves in PY-1 Field, a fractured grantic reservior.

Due to complex mineralogical rock composition and heterogeneity of fracture system at different scales, the PY-1 reservoir response has been unexpected and materially at variance to the initial simulation results.

2. Steps taken or proposed to be taken for improvement:

To address the unexpected reservoir response noticed in PY-1 (a geologically complex granitic reservoir) marked by water breakthrough and accelerated depletion, several actions had been taken covering technical dimensions as also contractual solutions.

To mitigate the risk of frequent production interruptions on account of non-evacuation of gas by a single end user, GAIL, the buyer of PY-1 gas, was prevailed upon to enter into gas supply contracts in July 2013 with alternate consumers connected to its existing low pressure pipeline network in the State of Tamil Nadu. This arrangement enables GAIL to divert the gas to alternate consumers if the existing end user is unable to use the gas, and thus ensuring continuous production and evacuation of gas from PY-1 Field.

As part of the technical initiative, the Company has debottlenecked the onshore operations and the positive effect of this initiative is realizable over the residual life of the Field as the same would help in lowering the Field abandonment pressure.

During the year under review, HOEC appointed an international firm, with proven credentials in performing an integrated workflow for granatic basement reservoir evaluation, to comprehensively review and reconstruct, if required, Static and Dynamic Model of PY-1 Field, simulate performance prediction of this complex reservoir, and provide technical guidance on residual potential of this Field for determining future course of action. The results of this multi-disciplinary study are expected by end August/early September 2014.

On operational front, efforts to lift 'Surya' Well through rig-less intervention like huff & puff technique and use of foamer were carried out.

It may be recalled that PY-3 Offshore Field, a conventional sandstone reservoir one of the major revenue contributors and has been shut-in since July 2011. Prior to its shutdown, the Field has been producing high quality light crude oil (49° API) at a rate of 3,300 bopd. Restarting production from PY-3 Field has been a high priority and HOEC has been working proactively with all the Joint Venture Partners to achieve this objective. Operating Committee has technically approved the Comprehensive Full Field Development Plan (CFDP) and the same has been duly reviewed by DGH. The recommencement of production is expected in 2015.

Further, the Company, in conjunction with JV Partners, has taken definitive steps to develop Gulf A Discovery in Cambay and Dirok Discovery in Assam so as to commence production from these discoveries in next 16 to 24 months.

3. Expected increase in productivity and profits in measurable terms: Please refer statement in Section III.2 above.

IV. DISCLOSURES

Remuneration package of the managerial person: The remuneration of the Managing Director for the period April 01, 2013 to March 31, 2014 as approved by the Nomination and Remuneration Committee and the Board is:

in INR.

Basic Salary	672,750
Perquisites/Allowances	1,010,142
Total monthly remuneration	1,682,892
Total annual remuneration*	20,194,705

* including contribution to Provident Fund and Superannuation.

All elements of the remuneration package such as basic salary, perquisites, allowances, bonus (if any), stock options (if any) have been disclosed in the Directors' Report and the Report on Corporate Governance.

None of the Directors and the Assistant Company Secretary of the Company are interested in the said resolution except Mr. Manish Maheshwari. The Board commends the Resolution set out at Item No. 15 to the Members for their approval.

By Order of the Board of Directors

Place : Chennai
Date : July 26, 2014

Minesh Bhatt
Assistant Company Secretary &
Compliance Officer

Registered Office:
'HOEC House', Tandalja Road
Vadodara-390 020.

CIN: L11100GJ1996PLC029880

E-mail: hoecshare@hoec.com

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 30th ANNUAL GENERAL MEETING of the Company held on Friday, September 26, 2014 at 10:30 A.M. at "Tropicana Hall", The Gateway Hotel Vadodara, Akota Gardens, Akota, Vadodara-390 020 (Gujarat) India.

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

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

TEAR HERE

HINDUSTAN OIL EXPLORATION COMPANY LIMITED

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

PROXY FORM

TEAR HERE

[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 : .....

Registered Folio No : .....

DP ID/Client Id : .....

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

1. Name: .....
   Address: .....
   Email ID: ..... Signature ..... or failing him/her,
2. Name: .....
   Address: .....
   Email ID: ..... Signature ..... or failing him/her,
3. Name: .....
   Address: .....
   Email ID: ..... Signature .....

as my/our proxy to attend and vote for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Friday, September 26, 2014 at 10:30 A.M. at "Tropicana Hall", The Gateway Hotel Vadodara, Akota Gardens, Akota, Vadodara-390 020 (Gujarat) India, and at any adjournment thereof in respect of such Resolutions as are indicated on the reverse of this page:

Sr. No.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the year ended March, 31, 2014		
2.	To appoint a Director in place of Mr. V. S. Rangan (DIN: 00030248), who retires by rotation and being eligible has offered himself for re-appointment		
3.	To appoint a Director in place of Mr. Manish Maheshwari (DIN: 01791004), who retires by rotation and being eligible has offered himself for re-appointment		
4.	To appoint a Director in place of Mr. Guido Papetti (DIN: 06616547), who retires by rotation and being eligible has offered himself for re-appointment		
5.	To appoint a Director in place of Mr. Paolo Ceddia (DIN: 06638260), who retires by rotation and being eligible has offered himself for re-appointment		
6.	To appoint S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors and fix their remuneration		
SPECIAL BUSINESS			
7.	To appoint Mr. R. Vasudevan (DIN: 00025334) as an Independent Director for a period of 5 years		
8.	To appoint Mr. Sunil Behari Mathur (DIN: 00013239) as an Independent Director for a period of 5 years		
9.	To appoint Mr. Dhruv S. Kaji (DIN: 00192559) as an Independent Director for a period of 5 years		
10.	To re-appoint Mr. Manish Maheshwari (DIN: 01791004) as Managing Director		
11.	To approve and ratify the remuneration of the Cost Auditor-in-Practice for the financial year ending March 31, 2015		
12.	To approve increase in the authorised share capital of the Company		
13.	To approve alteration of Clause V of Memorandum of Association of the Company		
14.	To approve alteration of Article 3 of Articles of Association of the Company		
15.	To approve and ratify the remuneration paid to Mr. Manish Maheshwari as Managing Director of the Company for the period from April 01, 2013 to March 31, 2014		

Signed this _____ day of _____ 2014.

Affix Revenue Stamp (.....Signature....)

_____ Signature of Shareholder(s)

_____ Signature of Proxy holder(s)

Notes:

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 24 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 Jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

vakils