



S SANDEEP B Com, FCS, LLB
Managing Partner

S SANDEEP & ASSOCIATES
Company Secretaries

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FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and
Rule 21(2) of the Companies (Management and Administration)
Rules, 2014]

To,

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

Dear Sir,

I, S Sandeep, a Company Secretary in Practice, have been appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 31st Annual General Meeting of the Equity Shareholders of Hindustan Oil Exploration Company Limited held on Friday, the 25th day of September 2015 at 10:30 a.m. at 'Tropicana Hall', The Gateway Hotel Vadodara, Akota Gardens, Akota, Vadodara-390 020, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
 2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- OR
4. ~~I did not find any poll papers invalid.~~





5. The result of the Poll is as under:

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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	13627	99.99

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	15	0.01

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	279

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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	7604	55.74





II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	6038	44.26

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	279

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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	7628	55.91

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	6014	44.09

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	279





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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	13603	99.99

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	39	0.01

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	279

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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	13369	99.99

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	16	0.01



III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	13381	100

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

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

I. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	13385	100





II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60	13357	99.99

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	25	0.01

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263





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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
62	13370	99.99

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	15	0.01

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	13381	100

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00





III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	13360	99.99

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	25	0.01

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

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

I. Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60	7239	54.61



II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	6016	45.39

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	6762	51.34

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	6408	48.66

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263



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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
66	13369	99.99

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	16	0.01

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60	13345	99.99

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	40	0.01



III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	7370	55.06

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	6015	44.94

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

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

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	13163	99.99



II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	39	0.01

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary ~~/ Director authorized by the Board~~ for safe keeping.

Thanking you,

Place: Chennai

Date: 28th September 2015



Yours faithfully,

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