



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, पोस्ट बॉक्स नं. - 11041, मुंबई - 400 020. दूरभाष - 2286 3900 • फॅक्स - 2287 2992 • ई-मेल : corphqo@hpcl.co.in
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CIN No. : L23201MH1952GOI008858

Ref.: Co.Secy./VM/249/2016

September 09, 2016

Director – Investor Services & Listing,
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Script 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

Script Name : HINDPETRO

**Sub. Voting Results on the
Resolutions- 64th Annual
General Meeting of Hindustan
Petroleum Corporation Limited**

Dear Sirs,

We are pleased to inform you that 64th Annual General Meeting of the Members of the Company was held on September 08, 2016 at 11.00 A.M. at Y.B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannathrao Bhosale Marg, Mumbai – 400 021.

Enclosed please find the Voting Results of the Resolutions transacted in the said Annual General Meeting in the format specified by the SEBI, pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, along with report of Scrutinizer, for your records.

We request you to arrange to host the same on the website of Stock Exchanges.

Thanking you,

Very truly yours,

Shrikant M. Bhosekar
Company Secretary

Encl: a/a

Hindustan Petroleum Corporation Limited

			1 - To receive, consider and adopt the Audited Financial Statement of the Corporation for the Financial Year ended March 31, 2016 and Reports of the Board of Directors and Auditors thereon.					
Resolution Required : (Ordinary)								
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	173076750	173076750	100.0000	173076750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		173076750	100.0000	173076750	0	100.0000	0.0000
Public Institutions	E-Voting	115379193	82646984	71.6308	80801754	1845230	97.7673	2.2327
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82646984	71.6308	80801754	1845230	97.7673	2.2327
Public Non Institutions	E-Voting	50171307	2654452	5.2908	2653401	1051	99.9604	0.0396
	Poll		3669697	7.3143	3669547	150	99.9959	0.0041
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6324149	12.6051	6322948	1201	99.9810	0.0190
Total		338627250	262047883	77.3854	260201452	1846431	99.2954	0.7046

Hindustan Petroleum Corporation Limited

			2 - To confirm interim Equity dividends declared for Financial Year 2015-16 and to approve Final Equity Dividend for the Financial Year 2015-16.					
Resolution Required : (Ordinary)								
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	173076750	[2]	[3]={([2]/[1])*100}	[4]	[5]	[6]={([4]/[2])*100}	[7]={([5]/[2])*100}
	Poll		173076750	100.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		173076750	100.0000	173076750	0	100.0000	0.0000
Public Institutions	E-Voting	115379193	83890266	72.7083	83890266	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		83890266	72.7083	83890266	0	100.0000	0.0000
Public Non Institutions	E-Voting	50171307	3452256	6.8809	3451204	1052	99.9695	0.0305
	Poll		3671197	7.3173	3671197	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7123453	14.1982	7122401	1052	99.9852	0.0148
Total		338627250	264090469	77.9885	264089417	1052	99.9996	0.0004

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)			3 - To appoint a Director in place of Shri Pushp Kumar Joshi (DIN05323634), who retires by rotation and being eligible, offers himself for reappointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[3]={[2]/[1]}*100			[4]	
Promoter and Promoter Group	E-Voting	173076750	173076750	100.0000	173076750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		173076750	100.0000	173076750	0	100.0000	0.0000
Public Institutions	E-Voting	115379193	83134114	72.0530	55903265	27230849	67.2447	32.7553
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		83134114	72.0530	55903265	27230849	67.2447	32.7553
Public Non Institutions	E-Voting	50171307	2654452	5.2908	2652542	1910	99.9280	0.0720
	Poll		3671047	7.3170	3670897	150	99.9959	0.0041
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6325499	12.6078	6323439	2060	99.9674	0.0326
Total		338627250	262536363	77.5296	235303454	27232909	89.6270	10.3730

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)							4 - To appoint a Director in place of Shri Y.K. Gawali (DIN05294482), who retires by rotation and being eligible, offers himself for reappointment.		
Whether promoter/ promoter group are interested in the agenda/resolution?							NO		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting	173076750	173076750	100.0000	173076750	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		173076750	100.0000	173076750	0	100.0000	0.0000	
Public Institutions	E-Voting	115379193	83134114	72.0530	51044430	32089684	61.4001	38.5999	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		83134114	72.0530	51044430	32089684	61.4001	38.5999	
Public Non Institutions	E-Voting	50171307	2652652	5.2872	2650799	1853	99.9301	0.0699	
	Poll		3669697	7.3143	3669547	150	99.9959	0.0041	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		6322349	12.6015	6320346	2003	99.9683	0.0317	
Total		338627250	262533213	77.5287	230441526	32091687	87.7761	12.2239	

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)			5 - To consider an increase in the Remuneration payable to Statutory Auditors for Financial Year 2015-16 from Rs.30 lakhs to Rs.41 lakhs.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	173076750	[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
	Poll		173076750	100.0000	173076750	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		173076750	100.0000	173076750	0	100.0000	0.0000
Public Institutions	E-Voting	115379193	83890266	72.7083	82627657	1262609	98.4949	1.5051
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		83890266	72.7083	82627657	1262609	98.4949	1.5051
Public Non Institutions	E-Voting	50171307	3452256	6.8809	3443455	8801	99.7451	0.2549
	Poll		3669697	7.3143	3669396	301	99.9918	0.0082
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7121953	14.1952	7112851	9102	99.8722	0.1278
Total		338627250	264088969	77.9881	262817258	1271711	99.5185	0.4815

Hindustan Petroleum Corporation Limited

Resolution Required : (ordinary)		6 - Appointment of Shri J. Ramaswamy (DIN06627920) as Director of the Corporation.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	[1]	[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
	Poll		173076750	100.0000	173076750	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	173076750	173076750	100.0000	173076750	0	100.0000	0.0000
Public Institutions	E-Voting		79753061	69.1226	44941423	34811638	56.3507	43.6493
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	115379193	79753061	69.1226	44941423	34811638	56.3507	43.6493
Public Non Institutions	E-Voting		2654432	5.2907	2652360	2072	99.9219	0.0781
	Poll		3671197	7.3173	3670895	302	99.9918	0.0082
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	50171307	6325629	12.6080	6323255	2374	99.9625	0.0375
Total		338627250	259155440	76.5312	224341428	34814012	86.5664	13.4336

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)		7 - Appointment of Shri Ram Niwas Jain (DIN00671720) as Independent Director of the Corporation.							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	Poll								
	Postal Ballot								
	Total	173076750	173076750	100.0000	173076750	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting								
	Poll								
	Postal Ballot								
	Total	115379193	81860744	70.9493	79526240	2334504	97.1482	2.8518	0.1077
Public Non Institutions	E-Voting								
	Poll								
	Postal Ballot								
	Total	50171307	3671197	7.3173	3671045	152	99.9959	0.0041	0.0000
Total	E-Voting								
	Poll								
	Postal Ballot								
	Total	338627250	6325649	12.6081	6322638	3011	99.9524	0.0476	0.8947

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)		8 - Appointment of Ms. Urvashi Sadhwani (DIN03487195) as Director of the Corporation.							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	Poll								
	Postal Ballot								
	Total	173076750	173076750	100.0000	173076750	34194065	100.0000	59.2395	40.7605
Public Institutions	E-Voting								
	Poll								
	Postal Ballot								
	Total	115379193	83890266	72.7083	49696201	34194065	0.0000	59.2395	40.7605
Public Non Institutions	E-Voting								
	Poll								
	Postal Ballot								
	Total	50171307	2654452	5.2908	2650467	3985	0.0000	99.9918	0.0082
Total	E-Voting								
	Poll								
	Postal Ballot								
	Total	338627250	6324149	12.6051	6319864	4285	0.0000	99.9322	0.0678
Total		338627250	263291165	77.7525	229092815	34198350	87.0112	12.9888	

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)		9 - Appointment of Shri Mukesh Kumar Surana (DIN07464675) as Chairman & Managing Director of the Corporation.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	[1]	[2]	[3]={([2]/[1])*100}	[4]	[5]	[6]={([4]/[2])*100}	[7]={([5]/[2])*100}
	Poll		173076750	100.0000	173076750	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	173076750	173076750	100.0000	173076750	0	100.0000	0.0000
Public Institutions	E-Voting		80509213	69.7779	70593165	9916048	87.6833	12.3167
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	115379193	0	0.0000	0	0	0.0000	0.0000
	Total		80509213	69.7779	70593165	9916048	87.6833	12.3167
Public Non Institutions	E-Voting		2654452	5.2908	2649492	4960	99.8131	0.1869
	Poll		3671197	7.3173	3671047	150	99.9959	0.0041
	Postal Ballot	50171307	0	0.0000	0	0	0.0000	0.0000
	Total		6325649	12.6081	6320539	5110	99.9192	0.0808
Total		338627250	259911612	76.7545	249990454	9921158	96.1829	3.8171

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)		10 - Payment of Remuneration to Cost Auditors for Financial Year 2016-17.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled	% of Votes against on votes polled [7]={([5]/[2])*100
				[3]={([2]/[1])*100			[6]={([4]/[2])*100	
Promoter and Promoter Group	E-Voting	173076750	173076750	100.0000	173076750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		173076750	100.0000	173076750	0	100.0000	0.0000
Public Institutions	E-Voting	115379193	83890266	72.7083	81565271	2324995	97.2285	2.7715
	Poll		0	0.0000	0	0	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		83890266	72.7083	81565271	2324995	97.2285	2.7715
Public Non Institutions	E-Voting	50171307	2654307	5.2905	2652566	1741	99.9344	0.0656
	Poll		3669677	7.3143	3669525	152	99.9959	0.0041
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		6323984	12.6048	6322091	1893	99.9701	0.0299
Total		338627250	263291000	77.7525	260964112	2326888	99.1162	0.8838

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)		11 - Approval for Material Related Party Transactions.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
Promoter and Promoter Group	E-Voting	173076750	173076750	100.0000	173076750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		173076750	100.0000	173076750	0	100.0000	0.0000
Public Institutions	E-Voting	115379193	83687704	72.5328	81842474	1845230	97.7951	2.2049
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		83687704	72.5328	81842474	1845230	97.7951	2.2049
Public Non Institutions	E-Voting	50171307	2654452	5.2908	2651234	3218	99.8788	0.1212
	Poll		3669677	7.3143	3669675	2	99.9999	0.0001
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6324129	12.6051	6320909	3220	99.9491	0.0509
Total		338627250	263088583	77.6927	261240133	1848450	99.2974	0.7026

Hindustan Petroleum Corporation Limited

Resolution Required : (Special)			12 - Approval to amend the Articles of Association of the Company for increase in the number of Directors.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	[1]	[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
	Poll		173076750	100.0000	173076750	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	173076750	0	0.0000	0	0	0.0000	0.0000
	E-Voting		173076750	100.0000	173076750	0	100.0000	0.0000
Public Institutions	Poll		83462632	72.3377	82392075	1070557	98.7173	1.2827
	Postal Ballot	115379193	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		83462632	72.3377	82392075	1070557	98.7173	1.2827
	Poll		3452256	6.8809	3442024	10232	99.7036	0.2964
Public Non Institutions	Postal Ballot	50171307	3669677	7.3143	3669360	317	99.9914	0.0086
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		7121933	14.1952	7111384	10549	99.8519	0.1481
	Poll		263661315	77.8618	262580209	1081106	99.5900	0.4100
	Total	338627250						

Hindustan Petroleum Corporation Limited

Resolution Required : (Special)		13 - To increase Authorized Capital of the Company and amend the Capital Clause in the Memorandum of Association & Article of Association of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	173076750	173076750	100.0000	173076750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		173076750	100.0000	173076750	0	100.0000	0.0000
Public Institutions	E-Voting	115379193	83890266	72.7083	83356639	533627	99.3639	0.6361
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		83890266	72.7083	83356639	533627	99.3639	0.6361
Public Non Institutions	E-Voting	50171307	3452240	6.8809	3450610	1630	99.9528	0.0472
	Poll		3669677	7.3143	3669675	2	99.9999	0.0001
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7121917	14.1952	7120285	1632	99.9771	0.0229
Total		338627250	264088933	77.9881	263553674	535259	99.7973	0.2027

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)		14 - To capitalize Reserves of the Company and to issue Bonus Shares.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	Poll							
	Postal Ballot							
	Total	173076750	173076750	100.0000	173076750	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	115379193	83890266	72.7083	83890266	0	100.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		3452256	6.8809	3448225	4031	99.8832	0.1168
	Poll		3669377	7.3137	3669375	2	99.9999	0.0001
	Postal Ballot	50171307	0	0.0000	0	0	0.0000	0.0000
	Total		7121633	14.1946	7117600	4033	99.9434	0.0566
Total		338627250	264088649	77.9880	264084616	4033	99.9985	0.0015

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057.
Resi : 2611 8257
Mob.: 98211 25846
E-mail : ucshukla@rediffmail.com

CS (SMB)

Okay to declare the results

Shankar

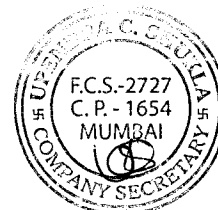
8/9/2016.

Shankar
8/9/2016
Shri Mukesh Kumar Surana,
Chairman & Managing Director,
Hindustan Petroleum Corporation Limited,
17, Jamshedji Tata Road,
Mumbai-400 020.

Dear Sir,

Sub: Combined Report on E-voting and voting by Ballot conducted at the 64th Annual General Meeting of Hindustan Petroleum Corporation Limited.

- 1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as also Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the notice of 64th Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in term of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 64th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of Ballot.
- 3) I, Upendra C. Shukla, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I was also appointed as scrutinizer to scrutinize the voting by means of Ballot at the 64th Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Ballot carried out for the resolutions proposed to be passed at the 64th AGM of the Shareholders of the Company, held on Thursday, the 8th September, 2016.
- 4) M/s. Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.



..2/-

- 5) My responsibility as a scrutinizer for voting on Ballot, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 64th AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the CDSL and also votes cast on Ballot, I submit the consolidated results of the e-voting and the Ballot as under:

Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the Audited Financial Statement of the Corporation for the Financial Year ended 31st March, 2016 and Reports of the Board of Directors and Auditors thereon.

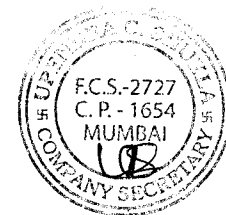
	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	559	256531905	99.28	18	1846281	0.71	4	2041086
Ballot	138	3669547	100.00	1	150	Negligible	4	1624
Combined	697	260201452	99.30	19	1846431	0.70	8	2042710

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 2: Ordinary Resolution: To confirm interim Equity dividends declared for Financial Year 2015-16 and to approve Final Equity Dividend for the Financial Year 2015-16.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	575	260418220	100.00	6	1052	Negligible	-	-
Ballot	140	3671197	100.00	0	0	0	3	124
Combined	715	264089417	100.00	6	1052	Negligible	3	124

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.



UPENDRA SHUKLA

: 3 :

Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Shri Pushp Kumar Joshi (DIN 05323634), who retires by rotation and being eligible, offers himself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	411	231632557	89.48	166	27232759	10.52	4	1553956
Ballot	138	3670897	100.00	1	150	Negligible	4	274
Combined	549	235303454	89.63	167	27232909	10.37	8	1554230

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 4: Ordinary Resolution: To appoint a Director in place of Shri Y. K. Gawali (DIN 05294482), who retires by rotation and being eligible, offers himself for reappointment.

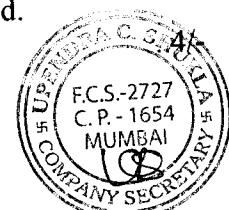
	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	375	226771979	87.60	201	32091537	12.40	5	1555756
Ballot	138	3669547	100.00	1	150	Negligible	4	1624
Combined	513	230441526	87.78	202	32091687	12.22	9	1557380

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 5: Ordinary Resolution: To consider an increase in the Remuneration payable to Statutory Auditors for Financial Year 2015-16 from Rs. 30 lakhs to Rs. 41 lakhs.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	541	259147862	99.51	40	1271410	0.49	-	-
Ballot	136	3669396	99.99	3	301	0.01	4	1624
Combined	677	262817258	99.52	43	1271711	0.48	4	1624

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.



UPENDRA SHUKLA

: 4 :

Resolution No. 6: Ordinary Resolution: To appoint Shri J. Ramaswamy (DIN 06627920) as Director of the Corporation.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	353	220670533	86.37	222	34813710	13.63	6	5075128
Ballot	136	3670895	99.99	4	302	0.01	3	124
Combined	489	224341428	86.57	226	34814012	13.43	9	5075252

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 7: Ordinary Resolution: To appoint Shri Ram Niwas Jain (DIN 00671720) as Independent Director of the Corporation.

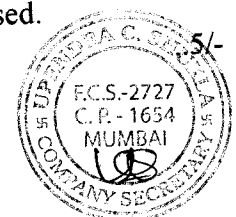
	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	541	255254583	99.09	32	2337363	0.91	8	2827326
Ballot	137	3671045	100.00	3	152	Negligible	-	-
Combined	678	258925628	99.11	35	2337515	0.89	8	2827326

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 8: Ordinary Resolution: To appoint Ms. Urvashi Sadhwani (DIN 03487195) as Director of the Corporation.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	371	225423418	86.83	210	34198050	15.17	1	797804
Ballot	137	3669397	99.99	2	300	0.01	4	1624
Combined	508	229092815	87.01	212	34198350	12.99	5	799428

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.



UPENDRA SHUKLA

: 5 :

Resolution No. 9: Ordinary Resolution: To appoint Shri Mukesh Kumar Surana (DIN 07464675) as Chairman & Managing Director of the Corporation.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	497	246319407	96.13	82	9921008	3.87	2	4318956
Ballot	139	3671047	99.99	1	150	0.01	3	124
Combined	636	249990454	96.18	83	9921158	3.82	5	4319080

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 10: Ordinary Resolution: To approve the payment of remuneration to Cost Auditors for financial year 2016-17.

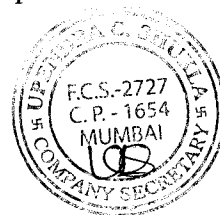
	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	549	257294587	99.10	29	2326736	0.90	3	797949
Ballot	135	3669525	100.00	3	152	Negligible	5	1644
Combined	684	260964112	99.12	32	2326888	0.88	8	799593

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 11: Ordinary Resolution: To approve the Material Related Party Transactions.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	546	257570458	99.28	29	1848448	0.71	6	1000366
Ballot	136	3669675	100.00	2	2	Negligible	2	1644
Combined	682	261240133	99.30	31	1848450	0.70	8	1002010

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.



..6/-

UPENDRA SHUKLA

: 6 :

Resolution No. 12: Special Resolution: To approve the amendment of Articles of Association of the Company for increase in the Number of Directors.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	533	258910849	99.58	40	1080789	0.41	8	427634
Ballot	133	3669360	99.99	5	317	0.01	2	1644
Combined	666	262580209	99.59	45	1081106	0.41	10	429278

Since combined number of votes cast in favour of the resolution are three times more than votes cast against the resolution, the said special resolution may be declared passed.

Resolution No. 13: Special Resolution: To increase Authorised Capital of the Company and amend the Capital Clause in the Memorandum of Association & Article of Association of the Company.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	563	259883999	99.80	17	535257	0.20	1	16
Ballot	136	3669675	100.00	2	2	Negligible	5	1644
Combined	699	263553674	99.80	19	535259	0.20	6	1660

Since combined number of votes cast in favour of the resolution are three times more than votes cast against the resolution, the said special resolution may be declared passed.

Resolution No. 14: Ordinary Resolution: To capitalize Reserves of the Company and to issue Bonus Shares.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	576	260415241	100.00	5	4031	Negligible	-	-
Ballot	135	3669375	100.00	2	2	Negligible	6	1944
Combined	711	264084616	100.00	7	4033	Negligible	6	1944

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.



..7/-

UPENDRA SHUKLA

: 7 :

- 7) Out of 142, 2 ballot paper was rejected due to signature mismatch as reconciled with the records of Registrar and share Transfer Agent.
- 8) A list of Equity Shareholders, who voted 'For', 'Against' through e-voting and those whose votes were declared invalid for each resolution and data of Balloting is kept ready for handing over to the Company Secretary.
- 9) Ballot papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you,



Yours faithfully,


(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

Date: 8th September, 2016
Place: Mumbai