



Hindustan Petroleum Corporation Limited

## Notice of Annual General Meeting

**HINDUSTAN PETROLEUM CORPORATION LIMITED**  
(A Government of India Enterprise)  
REGISTERED OFFICE: 17 JAMSHEDJI TATA ROAD, MUMBAI 400 020

### NOTICE

NOTICE is hereby given that the **61st ANNUAL GENERAL MEETING** of the Members of Hindustan Petroleum Corporation Limited will be held on September 05, 2013 at 11.00 A.M. at Yeshwantrao Chavan Pratishthan, General Jagannathrao Bhonsle Marg, Mumbai – 400 021 to transact the following business :

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as on March 31, 2013, Profit and Loss Account for the year ended on that date and Reports of the Board of Directors and Auditors thereon.
2. To declare Equity Dividend for the Financial Year 2012-13
3. To appoint a Director in place of Shri S.K. Roongta, who retires by rotation and is eligible for reappointment.
4. To appoint a Director in place of Smt. Nishi Vasudeva, who retires by rotation and is eligible for reappointment.
5. To appoint a Director in place of Shri Anil Razdan, who retires by rotation and is eligible for reappointment.
6. To appoint a Director in place of Shri G.K. Pillai, who retires by rotation and is eligible for reappointment.

#### SPECIAL BUSINESS :

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution  
“RESOLVED that Dr. Gitesh K. Shah who was appointed as Additional Director of the Company by the Board of Directors under Article 112 of the Articles of Association of the Company with effect from 26.02.2013 and who holds office under the said Article and pursuant to Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting, and who is eligible for reappointment under the relevant provisions of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation”.
8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution  
“RESOLVED that Shri K.V. Rao, who was appointed as Additional Director of the Company by the Board of Directors under Article 112 of the Articles of Association of the Company with effect from 01.06.2013 and who holds office under the said Article and pursuant to Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting, and who is eligible for reappointment under the relevant provisions of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation”.
9. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.  
“RESOLVED that Shri R.K. Singh, who was appointed as Additional Director of the Company by the Board of Directors under Article 112 of the Articles of Association of the Company with effect from 26.06.2013 and who holds office under the said Article and pursuant to Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting, and who is eligible for reappointment under the relevant provisions of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation”.
10. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.  
“RESOLVED that Shri B.K.Namdeo, who was appointed as Additional Director of the Company by the Board of Directors under Article 112 of the Articles of Association of the Company with effect from 01.07.2013 and who holds office under the said Article and pursuant to Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting, and who is eligible for reappointment under the relevant provisions of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation”.

Date : July 18, 2013  
Regd.Office : 17, Jamshedji Tata Road  
Churchgate, Mumbai - 400 020

**BY THE ORDER OF THE BOARD**

**Shrikant M. Bhosekar**  
Company Secretary



## Notice of Annual General Meeting

### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
2. The Explanatory Statement made pursuant to Section 173(2) of the Companies Act, 1956 in respect of the item No. 7 to 10 of the Notice is annexed herewith.
3. Dividend on Equity Shares as recommended by the Board of Directors for the year ended March 31, 2013, if approved at the meeting, will be payable to those eligible members whose names appear :
  - (1) As Beneficial owners, as on August 17, 2013 as per the list to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. in respect of shares held in Dematerialised form, and
  - (2) As Members in the Register of Members of the Company as on September 5, 2013 in respect of shares held in Physical Form, after giving effect to all valid share transfers in physical form lodged with the Company or its R & T Agents on or before August 17, 2013.
  - (3) In terms of circular no. MRD/DoP/Cir-05/2009 dated 20th May, 2009 issued by Securities and Exchange Board of India (SEBI), it is now mandatory for the transferee of the physical shares to furnish copy of PAN card for registration of transfer of shares. Transferees are requested to furnish copy of PAN card alongwith Transfer Deed duly completed and physical share certificate(s).
4. Members to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report at the Meeting. In case of others, copy of Annual Report shall be made available at the venue of the Meeting. Members / Proxies attending the Meeting should bring the Attendance Slip, duly filled, for handing over at the venue of the meeting.
5. (a) Shareholders Holding Shares in Physical Forms:

Members holding shares in physical form are requested to advise immediately change in their address, and also inform their valid E-mail ID, if any, quoting their Folio number(s), to M/s. Link Intime India Pvt. Ltd., the Registrars & Transfer Agents at their address given on point No. (9) below.
- (b) Shareholders Holding Shares in Dematerialised Form:

Shareholders holding shares in dematerialised form are requested to advise immediately change in address and register their valid E-mail ID, if any, quoting their Client ID / DP ID Nos., to their respective Depository Participants only and not to M/s. Link Intime India Pvt. Ltd or to the Company.
6. In support of the "Green Initiative" measure taken by Ministry of Corporate Affairs, Government of India, New Delhi enabling electronic delivery of documents and also in line with circular Ref. No. CIR/CFD/DIL/7/2011 dated November 05, 2011 issued by Securities and Exchange Board of India (SEBI) and consequent change in Clause 32 of the Listing Agreement, listed companies can send Annual Reports in Electronic Mode to the shareholders who have registered their E-mail ID. However, an option is available to the shareholders to continue to receive the physical copies of the documents/Annual Report by making a specific request quoting their Folio No./Client ID & DP ID.
7. (a) Securities and Exchange Board of India (SEBI) vide circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 have advised all the relevant concerned to use electronic mode of payment for making cash payment to the investors. This mode of electronic mode of dividend is welcome step initiated by SEBI as it offers numerous advantages in terms of quick receipt of corporate benefits to the investors and avoids other concerns related physical instruments. In cases of shareholder/s, where it is not possible to effect electronic payment, SEBI has advised to print bank details in the physical warrant instruments issued to them.

In order to facilitate the shareholders holding shares in Physical Form to have receipt of dividend in electronic form, our Corporation has hosted the required form on its website. The form is available on website [www.hindustanpetroleum.com](http://www.hindustanpetroleum.com) under the menu "Investors" & Sub-Menu "Investors Guide". Shareholders can access the website, download the requisite form, fill it as per the direction given therein and along with the necessary attachment(s), forward the same to the Registrar and Transfer Agents at the address given in note No. (9) below. Form can be obtained from our R & T Agents also.

Shareholders who are holding shares in Electronic Form and who have not yet updated their bank details but would like to receive dividend in electronic mode are required to contact their respective Depository Participants (DP) only, for updating their bank details. On updation of bank details, they are also advised to seek 'Client Master Advice' from their respective DP and ensure that correct updation has been carried out in their record. It may be noted that the data provided by the Depositories is solely used by Company to effect the payment of dividend. Hence, it is utmost necessary for shareholders to ensure that the Bank details are updated directly with DPs only.
8. Members are hereby informed that Dividends which remain unclaimed / unencashed over a period of 7 years have to be transferred by the Company to Investor Education & Protection Fund constituted by the Central Government under Section 205A and 205C of the Companies Act, 1956.



## Hindustan Petroleum Corporation Limited

We give below the details of Dividends paid by the Company and their respective due dates of transfer to the Fund of the Central Government if they remain unencashed.

Date of Declaration of Dividend	Dividend for the Year	Month and Year of Transfer to the Fund
14.09.2006	2005-06 (Final)	October 2013
20.12.2006	2006-07 (Interim)	January 2014
06.09.2007	2006-07 (Final)	October 2014
22.09.2008	2007-08 (Final)	October 2015
28.08.2009	2008-09 (Final)	September 2016
16.09.2010	2009-10 (Final)	October 2017
22.09.2011	2010-11 (Final)	October 2018
18.09.2012	2011-12 (Final)	October 2019

It may please be noted that no claim can be made by the shareholders for the unclaimed Dividends which have been transferred to the credit of the Investor Education & Protection Fund (IEPF) of the Central Government under the amended provision of Section 205B of the Companies (Amendment) Act, 1999.

In view of the above regulation, the shareholders who are yet to encash the dividend are advised to send requests for duplicate dividend warrants in case they have not received/ not encashed the Dividend Warrants for any of the above mentioned financial years and/ or send for revalidation / unencashed Dividend Warrants still held by them to the Registrars and Transfer Agents of the Company.

9. The address of Registrars and Transfer Agents of the Company is as follows:

**M/s. LINK INTIME INDIA PVT. LTD.**

Unit: **HINDUSTAN PETROLEUM CORPORATION LTD.**

C-13, Pannalal Silk Mills Compound

L.B.S. Marg, Bhandup (West), Mumbai - 400 078

Telephone No.: 022 – 25963838 Fax No.: 022 - 25946969, E-mail : mumbai@linkintime.co.in

10. **Appointment / Re-appointment of Directors**

At the ensuing Annual General Meeting, Shri S.K.Roongta, Smt. Nishi Vasudeva, Shri Anil Razdan and Shri G.K. Pillai, retire by rotation and being eligible, offer themselves for re-appointment.

### EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 173(2) OF THE COMPANIES ACT, 1956.

**Explanatory Statement with respect to items covered under Special Business covered in the Notice of Meeting is given below:**

7. Dr. Gitesh K. Shah, was appointed as an Additional Director on the Board effective 26.02.2013. In terms of Section 260 of the Companies Act, 1956 and Article 112 of the Articles of Association of the Company, he holds office upto the date of this Annual General Meeting and is eligible for appointment as Director. The Company has received a notice proposing the candidature of Dr. Gitesh K. Shah, for the office of a Director in terms of Sections 255 & 257 of the Companies Act, 1956. Dr. Gitesh K. Shah, is a technocrat. The Board recommends appointment of Dr. Gitesh K. Shah. Dr. Gitesh K. Shah was on the Board of HPCL, who had completed his tenure on December 06, 2012. He does not hold any shares of HPCL.

None of the Directors other than Dr. Gitesh K. Shah, is interested in the resolution.

8. Shri K.V. Rao, was appointed as an Additional Director and also as Director Finance, on the Board effective 01.06.2013. In terms of Section 260 of the Companies Act, 1956 and Article 112 of the Articles of Association of the Company, he holds office upto the date of this Annual General Meeting and is eligible for appointment as Director. The Company has received a notice proposing the candidature of Shri K.V. Rao, for the office of a Director in terms of Sections 255 & 257 of the Companies Act, 1956. Prior to the appointment as Director Finance, Shri K.V. Rao, was ED-Corporate Finance of HPCL. The Board recommends appointment of Shri K.V. Rao.

None of the Directors other than Shri K.V. Rao, is interested in the resolution.

9. Shri R.K. Singh, was appointed as an Additional Director on the Board effective 26.06.2013. In terms of Section 260 of the Companies Act, 1956 and Article 112 of the Articles of Association of the Company, he holds office upto the date of this Annual General Meeting and is eligible for appointment as Director. The Company has received a notice proposing the candidature of Shri R.K. Singh, for the office of a Director in terms of Sections 255 & 257 of the Companies Act, 1956. Shri R.K. Singh is Joint Secretary (Refineries) in MOP&NG. He does not held any shares of HPCL. The Board recommends appointment of Shri R.K. Singh.

None of the Directors other than Shri R.K. Singh, is interested in the resolution.

10. Shri B.K. Namdeo, was appointed as an Additional Director and also as Director (Refineries) on the Board effective 01.07.2013. In terms of Section 260 of the Companies Act, 1956 and Article 112 of the Articles of Association of the Company, he holds office upto the date of this Annual General Meeting and is eligible for appointment as Director. The Company has received a notice proposing the candidature of Shri B.K. Namdeo, for the office of a Director in terms of Sections 255 & 257 of the Companies Act, 1956. Prior to the appointment of Director (Refineries), Shri B.K. Namdeo was ED – IT&S of HPCL. The Board recommends appointment of Shri B.K. Namdeo.

None of the Directors other than Shri B.K. Namdeo, is interested in the resolution.

**BY THE ORDER OF THE BOARD**

**Shrikant M. Bhosekar**  
**Company Secretary**

Date : July 18, 2013  
Regd.Office : 17, Jamshedji Tata Road  
Churchgate, Mumbai - 400 020

**ANNEXURE TO ITEMS 3 TO 10 OF THE NOTICE OF ANNUAL GENERAL MEETING**

 Details of Directors seeking appointment / reappointment at the 61<sup>st</sup> Annual General Meeting in pursuance of Clause 49 of the Listing Agreement

Name of the Director	S.K. Roongta	Nishi Vasudeva	Anil Razdan	G.K. Pillai	Dr. Gitesh K. Shah	K.V. Rao	R.K. Singh	B.K. Namdeo
Date of Birth	09.05.1950	30.03.1956	07.12.1948	30.11.1949	20.10.1961	03.09.1955	24.11.1964	17.10.1956
Nationality	Indian	Indian	Indian	Indian	Indian	Indian	Indian	Indian
Date of Appointment on the Board	10.01.2011	04.07.2011	10.01.2011	09.04.2012	26.02.2013	01.06.2013	26.06.2013	01.07.2013
Qualification	B.E. (Electrical) PGDBM (IIFT)	B.A. PGDBM (IIM Kolkata)	IAS	IAS M.Sc.	D.Sc. (Organic Chemistry) USA Ph.D. (Organic Chemistry) Gujarat University M.Sc. (Organic Chemistry) Gujarat University	B.Com FCA.	B.A. (Eco), IAS	B.E. (Mech) M.Tech (IIT, Mumbai)
List of Directorship in other Companies	1. Neyveli Lignite Corpn.Ltd. 2. Shipping Corporation of India Ltd. 3. Jubilant Industries Ltd. 4. ACC Ltd. 5. Vedanta Aluminium Ltd. 6. Talwandi Sabo Power Ltd. 7. Bharat Aluminium Co.Ltd. 8. Sterilite Energy Ltd.	1. Hindustan Colas Ltd., 2. Bhagyanagar Gas Ltd. 3. South Asia LPG Pvt.Ltd. 4. Aavantika Gas Ltd. 5. HPCL Biofuels Ltd.	1. Power Trading Corpn. of India Ltd. 2. MMTC Ltd. 3. Green Valley Energy Venture (P) Ltd.	1. IvyCap Ventures Advisors Pvt. Ltd. 2. Adani Ports & Special Economic Zone Ltd. 3. Zuari Agro Chemicals Ltd. 4. Data Security Council of India	Harita Projects Pvt. Ltd.	1. Prize Petroleum Co.Ltd. 2. CREDA-HPCL Biofuel Ltd. 3. Petronet India Ltd. 4. HPCL Biofuels Ltd. 5. HPCL Mittal Energy Ltd. 6. HPCL Mittal Pipelines Ltd. 7. Hindustan Colas Ltd.	1. Prize Petroleum Co. Ltd. 2. HPCL Mittal Energy Ltd. 3. CREDA HPCL Biofuel Ltd. 4. Mangalore Refinery and Petrochemicals Ltd.	1. Prize Petroleum Co. Ltd. 2. HPCL Mittal Energy Ltd. 3. CREDA HPCL Biofuel Ltd. 4. Mangalore Refinery and Petrochemicals Ltd.