



## Corporate Governance

### iii. News releases

Official News Releases are hosted on Company's website: [www.hindustanpetroleum.com](http://www.hindustanpetroleum.com)

### iv. Annual Report

Annual Report is circulated to shareholders who have registered their e-mail IDs in electronic form and to others in Physical Form. The Management Discussion & Analysis Report is a part of Annual Report.

### v. Green Initiative of MCA:

The Ministry of Corporate Affairs (MCA) vide circular Ref. 17/95/2011 CL-V dated. 21.04.2011 has taken a "Green Initiative in Corporate Governance" allowing paperless compliances by Listed Companies. In compliance with the initiative, Companies are permitted to effect services of various notices/documents to its shareholders through electronic mode, at their registered e-mail addresses.

In order to contribute towards the Green initiatives of MCA, as a responsible listed Public Sector Undertaking during 2012-13, HPCL had sent e-mails stating its intention to send all documents through e-mail to approximately 46000 numbers of shareholders who had already registered their E-mail addresses either with their respective Depositories or with the R&T Agents of HPCL. An option is given to the shareholders to receive all documents in physical form, in case they do not wish to receive them in Electronic Mode. Shareholders, who had not registered yet their e-mail addresses but wish to receive documents in Electronic Mode, were also requested to register their e-mail addresses with the DPs or with R&T Agents.

This move by the Ministry is welcome since it will benefit the society at large through speedier communication as well as reduction in paper consumption and contribute towards a Greener Environment.

### vi. General Shareholders Information :

General Shareholder Information has been incorporated in the Annual Report below and forms a part of Annual Report.

## 12. GENERAL SHAREHOLDER INFORMATION:

### 12.1 61st Annual General Meeting

Date and Time : September 05, 2013 at 11.00 A.M.  
Venue : Y.B. Chavan Auditorium, Yashwantrao Chavan Pratishthan,  
Gen. Jagannathrao Bhonsle Marg, Mumbai – 400 021.

### 12.2 Financial Calendar

Financial reporting for Quarter ending 30/06/13	–	End July / Mid August 2013
Financial reporting for Quarter ending 30/09/13	–	End October / Mid November 2013
Financial reporting for Quarter ending 31/12/13	–	End January / Mid February 2014
Financial reporting for Quarter ending 31/03/14	–	End May 2014
Annual General Meeting for year ending 31/03/2014	–	August / September 2014

12.3 Dates of Book Closure : **August 19, 2013 to September 05, 2013 (both days inclusive)**

12.4 Dividend payment date : **September 06, 2013 (tentative)**

12.5 Listing on Stock Exchanges as of 31.03.2013 :

The Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	The National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra East, Mumbai – 400 051
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**12.6 Listing fees :** Listing fees for financial year 2013-14 have been paid to the Stock Exchanges in April 2013

**12.7 Stock Codes :**

BSE	:	500104
NSE	:	HINDPETRO
ISIN (for trading in Demat form)	:	INE094A01015

**12.8 Stock Market Data :**

### HPCL SHARE PRICE

(In ₹)

YEAR	BSE		NSE	
	HIGH	LOW	HIGH	LOW
2012-13	381.40	275.30	381.65	260.25
2011-12	419.50	238.75	480.35	238.05
2010-11	555.45	293.25	555.70	292.00
2009-10	425.00	242.50	425.90	244.65
2008-09	305.85	164.10	306.00	163.25

### PERFORMANCE IN COMPARISON TO BROAD BASED INDICES

AS ON	HPCL SHARE (In ₹)	BSE SENSEX	NSE NIFTY
31.03.2013	285.10	18835.77	5682.55
31.03.2012	303.20	17404.20	5295.55
31.03.2011	356.95	19445.22	5833.75
31.03.2010	318.45	17527.77	5249.10
31.03.2009	269.10	9708.50	3020.95

### HPCL SHARE PRICE MONTHLY DATA:

(In ₹)

Bombay Stock Exchange					National Stock Exchange				
Month	HPCL High	HPCL Low	HPCL Close	HPCL Volume	Month	HPCL High	HPCL Low	HPCL Close	HPCL Volume
Apr-12	308.70	276.00	300.90	19,30,073	Apr-12	308.90	278.00	301.45	1,24,94,446
May-12	327.00	285.10	290.55	27,56,120	May-12	315.70	260.25	290.45	2,19,96,152
Jun-12	344.00	289.00	335.05	31,57,838	Jun-12	344.10	289.00	335.20	2,54,00,024
Jul-12	356.70	326.80	344.25	19,06,870	Jul-12	356.60	326.35	343.70	1,75,77,032
Aug-12	344.75	295.75	299.70	17,67,498	Aug-12	345.00	265.55	297.85	1,47,00,380
Sep-12	327.00	285.00	307.25	35,26,352	Sep-12	325.00	283.75	293.70	2,99,36,124
Oct-12	329.50	295.55	298.15	12,32,315	Oct-12	329.70	295.60	311.95	1,42,06,799
Nov-12	309.55	275.30	286.55	8,70,743	Nov-12	309.70	275.35	286.95	1,04,92,886
Dec-12	295.20	277.00	290.45	15,06,809	Dec-12	296.00	277.30	290.90	1,24,49,204
Jan-13	381.40	288.50	328.90	1,22,74,042	Jan-13	381.65	288.45	328.65	6,81,22,369
Feb-13	343.05	287.20	289.80	34,95,716	Feb-13	343.35	287.00	289.75	2,19,85,968
Mar-13	313.85	277.50	285.10	22,49,540	Mar-13	313.90	277.20	285.20	1,42,02,578



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### PER SHARE AND RELATED DATA:

		2012-13	2011-12	2010-11	2009-10	2008-09
<b>Per Share Data</b>	<b>Unit</b>					
EPS	₹	26.72	26.92	45.45	38.43	16.98
CEPS	₹	96.86	77.70	98.54	78.86	46.97
Dividend	₹	8.50	8.50	14.00	12.00	5.25
Book Value	₹	405.35	387.52	370.49	341.32	316.88
<b>Share Related Data</b>	<b>Unit</b>					
Dividend Payout	%	37.22	36.70	35.80	36.41	36.17
Price to Earning *	Multiple	10.67	11.27	7.85	8.27	15.85
Price to Cash Earning*	Multiple	2.94	3.90	3.62	4.04	5.73
Price to Book Value	Multiple	0.70	0.78	0.96	0.93	0.85
*Based on March 31, closing price (BSE)	₹	285.10	303.20	356.95	318.45	269.10

### 12.9 Registrars and Transfer Agents :

**M/s. Link Intime India Pvt.Ltd.**  
 C-13, Pannalal Silk Mills Compound,  
 L.B.S. Marg, Bhandup (W),  
 Mumbai - 400 078  
 Telephone No. (022) 25963838  
 Fax No. (022) 25966969  
 E-mail: mumbai@linkintime.co.in

### 12.10 Share Transfer System

Activities relating to Share Transfers are carried out by M/s. Link Intime India Pvt.Ltd. who are the Registrars and Transfer Agents of the Company, who have arrangements with the Depositories viz., National Securities Depository Limited and Central Depository Services (India) Limited. The transfers are approved by the Share Transfer Committee. Share transfers are registered and Share Certificates are despatched within stipulated period from the date of receipt if the documents are correct and valid in all respect.

The number of shares transferred during the last two financial years:

2012-13 : 17650 Shares

2011-12 : 25750 Shares

### 12.11 Status of Investor Services:

Investor correspondence received and replied during the year are as follows:

Sr. No.	Nature of Correspondence	Nos.
1	Share Transfers & related issues / Demat / Warrant Conversion	50
2	Transmission of shares / Nomination of Shares	42
3	Issue of Duplicate Share Certificates / Bonus / Rectification of shares	411
4	Dividend related issues / ECS / Bank Mandates	973
5	Request for Change of Address	134
6	Call Money Payment Correspondence / Reminders / Forfeiture Shares	2
7	References through Statutory / Regulatory bodies like ROC / SEBI / NSE / BSE / NSDL / CDSL	28
8	Others	29
	<b>TOTAL</b>	<b>1669</b>

All complaints received from SEBI, Stock Exchanges, Department of Company Affairs etc., have been appropriately dealt with.



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### 12.12 Dematerialisation of shares and liquidity:

The total number of shares dematerialised as on 31.03.2013 is 33,66,64,203 representing **99.42%** of Issued and Subscribed share capital including shares held by the Government of India. Trading in Equity shares of the Company is permitted only in dematerialised form, w.e.f., February 15,1999 as per notification issued by the Securities and Exchange Board of India.

### 12.13 Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:

There are no outstanding Warrants to be converted into Equity shares.

Detachable Tradeable Warrants issued alongwith public issue shares in April 1995 were converted into equityshares during the period February 1997 - April 1997. The said Warrant certificates were not called back by the Company and bear no value.

### 12.14 Plant Locations:

The Corporation has 2 Refineries located at Mumbai and Visakh. It has 101 Regional offices, 34 Terminals/ Tap off Points, 90 Depots, 45 LPG Bottling Plants, 12173 Retail outlets, 35 ASFs, 1638 SKO / LDO Dealers and 3194 LPG Distributors located all over the country.

### 12.15 Address for correspondence

Registrars and Transfer Agents:	Company's Shares Department:
<b>M/s. Link Intime India Pvt. Ltd.</b> Unit: <b>HINDUSTAN PETROLEUM CORPN. LTD.</b> 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	<b>HINDUSTAN PETROLEUM CORPN. LTD.</b> Shares Department, 2nd Floor, Petroleum House, 17, Jamshedji Tata Road, Churchgate, Mumbai - 400 020 Telephone No.: 022 - 22863204 /3201/3233/3239/3208 Fax No.: 022-22874552/22841573 E-mail: hpclinvestors@hpcl.co.in

### 12.16 Distribution Schedule as on 31.03.2013 :

No. of Shares	Physical Holding		Dematerialised Holding		Total Shareholding		Percentage	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	Shareholders	Holding
1-500	9050	1605391	84787	8694946	93837	10300337	92.89	3.04
501-1000	397	289425	3875	2927180	4272	3216605	4.23	0.95
1001-5000	37	61931	2207	4335013	2244	4396944	2.22	1.30
5001-10000	1	6300	224	1680039	225	1686339	0.22	0.50
10001 & above	0	0	447	319027025	447	319027025	0.44	94.21
<b>TOTAL:</b>	<b>9485</b>	<b>1963047</b>	<b>91540</b>	<b>336664203</b>	<b>101025</b>	<b>338627250</b>	<b>100.00</b>	<b>100.00</b>



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### 12.17 Shareholding Pattern :

CATEGORY	As on 31.03.2013			As on 31.03.2012		
	No. of Holders	Shares held	% of total issued shares	No. of Holders	Shares held	% of total issued shares
THE PRESIDENT OF INDIA	1	173076750	51.11	1	173076750	51.11
FINANCIAL INSTITUTIONS	39	41227783	12.17	41	47290495	13.97
FII/OCBs	143	33007049	9.75	162	29332957	8.66
BANKS	20	1054667	0.31	16	438688	0.13
MUTUAL FUNDS	126	39194301	11.57	133	42172549	12.45
NRIs	2995	1126106	0.34	3051	990389	0.29
EMPLOYEES (Physical)	624	267195	0.08	642	275645	0.08
OTHERS	97077	49673399	14.67	99879	45049777	13.31
<b>TOTAL</b>	<b>101025</b>	<b>338627250</b>	<b>100.00</b>	<b>103925</b>	<b>338627250</b>	<b>100.00</b>

### 12.18 Code of Conduct:

In compliance with the terms of clause 49 of the Listing Agreement with Stock Exchanges, "Code of conduct for Board Members and Senior Management Personnel of Hindustan Petroleum Corporation Limited" has been devised and made effective 1.1.2006. The purpose of this Code is to enhance further ethical and transparent process in managing the affairs of the company. This Code has been made applicable to

- All Whole-Time Directors
- All Non-Whole Time Directors including independent Directors under the provisions of law and
- Senior Management Personnel.

This code would be read in conjunction with the Conduct, Discipline & Appeal Rules for Officers applicable to Whole time Directors and Senior Management Personnel.

All the Board Members and Senior Management Personnel have provided the Annual Compliance Certificate duly signed by them as on March 31, 2013.

### 12.19 Compliance of Clause 49 of the Listing Agreement

The Corporation is complying with the various mandatory and non-mandatory Corporate Governance requirements envisaged under Clause 49 of the Listing Agreement with the Stock Exchanges and the DPE guidelines on Corporate Governance. With regard to appointment of required number of Independent Directors, the Corporation has already taken up the same with its Administrative Ministry i.e. Ministry of Petroleum & Natural Gas, New Delhi.

- 12.20 The Corporation has a Whistle-Blower Policy in place and no personnel have been denied access to the Audit Committee.

## DECLARATION OF THE CHAIRMAN & MANAGING DIRECTOR

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the same are uploaded on the website of the company – <http://www.hindustanpetroleum.com>.

Further certified that the Members of the Board of Directors and Senior Management Personnel have affirmed and having complied with code as applicable to them during the year ended March 31, 2013.

S. Roy Choudhury  
Chairman & Managing Director