

Notice of 69th Annual General Meeting

HINDUSTAN PETROLEUM CORPORATION LIMITED

REGISTERED OFFICE: PETROLEUM HOUSE, 17, JAMSHEDJI TATA ROAD, MUMBAI 400 020

Website: www.hindustanpetroleum.com E-mail: corphqo@hpcl.in Tel: (022) 22863900 Fax: (022) 22872992
(CIN: L23201MH1952GOI008858)

NOTICE

NOTICE is hereby given that the **69th ANNUAL GENERAL MEETING** of the Members of Hindustan Petroleum Corporation Limited (“**HPCL**” or “**Company**”) will be held on Wednesday, September 15, 2021 at 11.00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a Final Equity Dividend of ₹ 22.75 per Share for the Financial Year 2020-2021.
3. To appoint a Director in place of Shri Sunil Kumar (DIN: 08467559), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Vinod S Shenoy (DIN: 07632981), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **Appointment of Dr. Alka Mittal (DIN: 07272207) as a Director of the Company**

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, 161 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, and further amendments thereto from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also the provisions of Articles 112 and 121 of the Articles of Association of the Company, Dr. Alka Mittal who has been appointed by the Government of India as Nominee Director (Representative of Oil and Natural Gas Corporation Limited) of the Company and

was also appointed as an Additional Director of the Company by the Board of Directors with effect from June 17, 2021 and who holds the office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for the Financial Year 2020-2021 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the Office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

6. **Payment of Remuneration to Cost Auditors for Financial Year 2021-2022**

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 other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and such other permissions as may be necessary, the payment of the total remuneration of ₹ 4,00,000 (₹ 2,00,000 each) plus reimbursement of out of pocket expenses at actuals plus applicable GST payable to M/s. ABK & Associates and M/s. Dhananjay V. Joshi & Associates, who were appointed as “Cost Auditors” to conduct the audit of Cost Records maintained by the Company for the Financial Year ending March 31, 2022, pertaining to various units as applicable, be and is hereby ratified and approved.

7. **Approval of Material Related Party Transactions to be entered during Financial Year 2022-2023**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any



statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transactions to be entered into with Joint Venture Company, HPCL Mittal Energy Limited (HMEEL), for the Financial Year 2022-2023 for a value of ₹ 46,600 Crore (Rupees Forty Six Thousand Six Hundred Crore Only) and that the Board of Directors of the Company or any other person(s) authorised by the Board, be and is hereby authorised to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

By the Order of the Board,

V. Murali
Company Secretary

Date : August 16, 2021
Regd. Office: Petroleum House,
17, Jamshedji Tata Road
Churchgate,
Mumbai - 400 020

NOTES:

1. In view of the global outbreak of the COVID-19 pandemic and the threat posed, the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated May 05, 2020 and 02/2021 dated January 13, 2021 in relation to 'Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)' read with General Circular No. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of Ordinary and Special Resolutions by companies under the Companies Act, 2013 ('Act') and the rules made thereunder (collectively referred to as 'MCA Circulars') and SEBI vide its circulars dated May 12, 2020 and January 15, 2021 on 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – COVID-19 pandemic' ('SEBI Circulars') permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

("ICSI") read with Clarification/Guidance on applicability of SS-2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Petroleum House, 17, Jamshedji Tata Road, Churchgate, Mumbai - 400 020 which shall be deemed venue of the AGM.

2. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 05, 2020, the matters of Special Business as appearing at Item Nos. 5 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence forming part of this Notice.
3. **Explanatory Statement and related details:** The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5 to 7 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and SS-2 issued by the ICSI, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
4. **Proxy and Route Map:** Pursuant to the provisions of the Act, Members entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on their behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to MCA Circulars through VC or OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circular, the facility of appointment of proxies by the Members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this notice.
5. **Institutional Investors:** Institutional Investors who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorised representatives pursuant to Section 113 of the Act to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutiniser by email at ucshukla.scrutinizer@rediffmail.com with a copy marked to evoting@nsdl.co.in
6. **Joint Holders:** In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. **Quorum:** The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Inspection of Statutory Documents: The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice and explanatory statements will be available electronically for inspection by the Members during the AGM. All documents referred to in this Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email from their registered email ID to cossecy@mail.hpcl.co.in stating their DP ID/Client ID or Folio No.

9. Notice on Website and Exchanges: In line with the MCA Circulars and SEBI Circular, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Registrar and Transfer Agents (RTA) / Depositories. The Notice convening the AGM has been uploaded on the website of the Company at www.hindustanpetroleum.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com

10. Process for registering email address to receive copy of this Notice & also vote through Electronic Mode:

Members whose email IDs are not registered and who wish to receive the Notice electronically and also cast votes electronically are requested to write to the Company at email ID: cossecy@mail.hpcl.co.in or to the RTA at email ID: rnt.helpdesk@linkintime.co.in

The Members to indicate the following details:

Sr. No.	Particulars
1.	Name of the Company: Hindustan Petroleum Corporation Limited
2.	DP ID – Client ID (Demat Shareholders)/ Folio No. (Physical Shareholders)
3.	PAN Card (Provide self-attested copy)
4.	Aadhaar Card / Passport etc. (Provide self-attested copy)
5.	Mobile Number
6.	Email address

After registering the e-mail address, NSDL will email copy of this AGM Notice and Annual Report for the Financial Year

2020-2021 along with the e-voting user ID and password. In case of any queries, Members may write to email IDs rnt.helpdesk@linkintime.co.in or evoting@nsdl.co.in

11. Book Closure and Dividend: The Company has announced Book Closure from July 12, 2021 to July 16, 2021 (both days inclusive) and accordingly, Final Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2020-2021, if declared at the AGM, will be payable after deduction of applicable TDS, if any, to those eligible members whose names appeared:

- As Beneficial Owners as on July 10, 2021 as per the list of beneficial owners to be furnished by NSDL and CDSL in respect of the shares held in electronic form; and
- As Members as on July 10, 2021 in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the Company.

12. Payment of Dividend: Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 01, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). Email communications in this regard were sent to the Members for complying with TDS requirements. Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, by sending documents at e-mail ID: info@vrtaxconsultants.com or update the same by visiting the link: <https://www.hpcldivdoc.com> in order to enable the Company to determine and deduct appropriate TDS/withholding tax.

13. Electronic Receipt of Dividend: In order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their bank mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means, are requested to write to the Company or to the RTA for registration of Bank details. The application to indicate Name of the Bank, Bank Account Number and 11 Digit IFSC Code. The Member is also required to provide self-attested copy of PAN Card, self-attested copy of Aadhaar Card / Passport etc. in support of address of the Member as registered with the Company, self-attested copy of the cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly or certificate from the Banker indicating that the account belongs to the first named shareholder. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.



Members who are holding shares in electronic form are requested to contact their respective DPs for updating their bank details. They are also advised to seek “Client Master Advice” (CMA) from their respective DP to ensure correct updation has been carried out in their record. It may be noted that bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details.

14. Dividend Warrants: The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall despatch the dividend warrant/ Bankers’ cheque / demand draft to such Members at the latest available address with the Company/DPs.

15. Electronic Receipt of Communication/ Documents: To support the ‘Green Initiative’, Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company or RTA in case the shares are held by them in physical form. In respect of physical holding, Members can write to the Company at email ID: hpclinvestors@mail.hpcl.co.in or to the RTA at email ID: rnt.helpdesk@linkintime.co.in. The Members are requested to indicate in the application for registration of email ID their Names, Folio Number, enclosing therewith copy of the Share Certificate (front and back side) and also self-attested copy of the PAN Card, self-attested copy of Aadhaar Card/Passport etc.

Further, those Members who have already registered their email addresses are requested to keep them validated/updated with their DPs/RTA to enable servicing of notices/documents/Annual Reports and other communication electronically to their e-mail address in future.

16. Dematerialisation of Shares: As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact Company’s RTA, M/s. Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in for assistance in this regard.

17. Investor Education and Protection Fund: Members are requested to note that:

- Dividend for the FY 2013-14 which is not encashed for a period of seven years will be transferred to the Investor Education and Protection Fund (‘IEPF’).
- The shares in respect of Dividends which are not encashed for seven consecutive years from FY 2013-14 are also liable to be transferred to the Demat account of the IEPF Authority.

In view of this, Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in

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

Date of Declaration of Dividend	Dividend for the Financial Year	Proposed Month and Year of Transfer to Fund
05-09-2014	2013-14 (Final)	Oct. 2021
10-09-2015	2014-15 (Final)	Oct. 2022
01-02-2016	2015-16 (1 st Interim)	Mar. 2023
11-03-2016	2015-16 (2 nd Interim)	Apr. 2023
08-09-2016	2015-16 (Final)	Oct. 2023
13-02-2017	2016-17 (1 st Interim)	Mar. 2024
23-03-2017	2016-17 (2 nd Interim)	Apr. 2024
15-09-2017	2016-17 (Final)	Oct. 2024
09-02-2018	2017-18 (Interim)	Mar. 2025
30-08-2018	2017-18 (Final)	Sep. 2025
20-02-2019	2018-19 (Interim)	Mar. 2026
21-08-2019	2018-19 (Final)	Sep. 2026
16-09-2020	2019-20 (Final)	Oct. 2027

18. Updation of Details: Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA at rnt.helpdesk@linkintime.co.in in case the shares are held in physical form, quoting folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

19. Non-Resident Members: NRI Members are requested to inform RTA/ their respective DPs immediately of:

- Change in their residential status on return to India for permanent settlement.
- Particulars of their Bank Account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No., and address of the bank, if not furnished earlier, to enable the Company to remit dividend to the Bank Account directly.

20. Registrar and Transfer Agents: The address of the RTA of the Company is as follows:

M/s. Link Intime India Private Limited
Unit: Hindustan Petroleum Corporation Limited
C 101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West,
Mumbai – 400 083.
Contact No.: (022) 49186000 Fax No.: (022) 49186060
Email : rnt.helpdesk@linkintime.co.in
bonds.helpdesk@linkintime.co.in

21. Change of Address: To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address as below:

- Members holding shares in Physical Form:** Members holding share(s) in Physical form are requested to advise immediately change in address and also valid e-mail IDs, if any, quoting their Folio No(s). along with self-attested copy of PAN Card/self-attested copy of Aadhaar Card/Passport etc. to RTA at the address given in Sr. No. 20 above.
- Members holding shares in Dematerialised Form:** Members holding shares in dematerialised form are requested to advise immediately change in address and register their valid e-mail IDs, if any, with their respective DPs only and not to RTA or to the Company.

Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

22. Nomination: As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. The said form

can be downloaded from the weblink at <https://www.hindustanpetroleum.com/documents/pdf/NominationForm.pdf>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at rnt.helpdesk@linkintime.co.in in case the shares are held in physical form quoting folio no.

23. The format of the Register of Members prescribed by the MCA under the Act requires the Company/RTA to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is available on the Company's website under the section 'Investor Relations'. Members holding shares in physical form are requested to submit the filled in form to the Company or to the RTA in physical mode or in electronic mode as per instructions mentioned in the form.

Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

24. Members' holding shares in Multiple Folios: Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

25. Process to express views/seek clarifications:

Members are encouraged to submit in advance their questions on the items of business to be transacted at this AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/Folio number and mobile number, to reach the Company's e-mail address at cosecy@mail.hpcl.co.in before 3 p.m. (IST) on September 08, 2021. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

26. Registration as Speakers:

Members who would like to express their views/ask questions as a speaker at the Meeting shall pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/Folio number, PAN and mobile number at cosecy@mail.hpcl.co.in between the following dates & time: **September 09, 2021 (9.00 a.m. IST) and September 12, 2021 (5:00 p.m. IST).**

Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions



during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

27. Instruction for e-voting and joining the AGM are as under:

- (i) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (LODR) and the MCA Circulars, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- (ii) The cut-off date to be eligible to vote by electronic means is September 08, 2021.
- (iii) The voting rights of members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e. September 08, 2021.
- (iv) The remote e-voting period are given below:

Commencement Day, Date and Time	Thursday, September 09, 2021 [From 5.00 p.m. (IST)]
End Day, Date and Time	Tuesday, September 14, 2021 [Till 5.00 p.m. (IST)]

During this period, members holding shares either in physical form or in dematerialised form, as on cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those members, who intend to participate in the AGM through VC/OAVM facility and could not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- (v) The Company has appointed Shri Upendra Shukla, a Practicing Company Secretary, as Scrutiniser to scrutinise the voting process in a fair and transparent manner.

- (vi) The member who casts their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- (vii) Any person holding shares in physical form and non-individual members, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. September 08, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Members holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 08, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system" as mentioned below.

INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ E-VOTING DURING THE AGM

The process of remote e-voting and e-voting during the AGM are explained below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method	Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	NSDL IDeAS facility: I. In case user is registered for the NSDL IDeAS facility: a) Please visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on mobile phone. b) On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. c) A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. d) Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. e) Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting. In case user is not registered for the NSDL IDeAS facility: (1) The option to register is available at https://eservices.nsdl.com (2) Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp (3) Upon successful registration, kindly follow the steps given in Points (a) to (e) above. II. E-Voting website of NSDL: i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on mobile phone.		 ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. iv) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting.
	Individual Members holding securities in demat mode with CDSL		 1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider (ESP) i.e. NSDL . Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.



Type of Members	Login Method
Individual Members (holding securities in demat mode) login through their DPs.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk at evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542/43

B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a Verification Code as shown on the screen.

4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.

The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in "process for those Members whose email ids are not registered."
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select the "EVEN" of Hindustan Petroleum Corporation Limited.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **"Submit"** and also **"Confirm"** when prompted.

5. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those members whose email ids are not registered with the Depositories/Company for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to coscec@mail.hpcl.co.in
2. In case shares are held in demat mode, please provide DPID/CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to email ID coscec@mail.hpcl.co.in. If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual members holding securities in demat mode.
3. Alternatively Members may send a request to email ID evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for Members

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutiniser by e-mail to ucshukla.scrutinizer@rediffmail.com with a copy marked to evoting@nsdl.co.in.



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or contact Mr Amit Vishal, Senior Manager, or Ms Pallavi Mhatre, Manager, NSDL, at the designated email ID: evoting@nsdl.co.in

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned above for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-voting website at www.evoting.nsdl.com. The Members can join the AGM through VC/OAVM mode 15 minutes before and 15 minutes after the Scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on First come first served basis. This will not include large shareholders, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of

the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under **Join General Meeting menu**. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 3. Members are encouraged to join the Meeting through Laptops/Desktop for better experience.
 4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
28. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes earlier by availing the remote e-voting facility. The remote e-voting module shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

29. Declaration of Voting Results:

The Scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting). The result declared along with the Scrutiniser's report shall be communicated within the prescribed period to the stock exchanges on which the Company's shares are listed, NSDL and will also be displayed on the Company's website at www.hindustanpetroleum.com

STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

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

5. Appointment of Dr. Alka Mittal (DIN: 07272207) as a Director of the Company

The Government of India has appointed Dr. Alka Mittal as Nominee Director (Representative of Oil and Natural Gas Corporation Limited) on the Board of the Company. Accordingly, Dr. Alka Mittal was appointed by the Board as an Additional Director with effect from June 17, 2021 in terms of provisions of Section 161 of the Act, rules made thereunder and also in terms of Articles 112 and 121 of the Articles of Association of the Company. As per the provisions contained under Section 161 of the Act, the Additional Director so appointed by the Board shall hold office upto the date of next AGM of the Company or the last date on which the AGM of the Company should have been held, whichever is earlier. Accordingly, Dr. Alka Mittal, as an Additional Director, holds office upto the date of this AGM. In terms of provisions contained under Section 160 of the Act and the Rules made thereunder, a person who is not a retiring Director in terms of Section 152 of the Act shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if she or some member intending to propose her as a Director, has not less than fourteen days before the Meeting left at the Registered Office of the Company, a notice in writing under their hand signifying her candidature as a Director or the intention of such member to propose her as a candidate for that office, as the case may be, along with deposit of One Lakh Rupees. The Deposit so collected shall be refunded to the Member, if the person whose name is proposed gets elected as a Director or gets more than twenty-five percent of total valid votes cast either on Show of Hand/Remote voting/Ballot/ e-voting or on poll on such Resolution.

Accordingly, Company has received a Notice in writing from a Member along with requisite Deposit proposing candidature of Dr. Alka Mittal for the Office of Director in terms of provisions of Section 160 of the Act.

Dr. Alka Mittal is Director - HR of Oil and Natural Gas Corporation Limited. She does not hold any shares in HPCL.

Relevant documents in respect of the said item are available in Electronic Form for inspection by the Members upto the date of the Meeting. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution set out at item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at item No. 5 for approval by the Members.

6. Payment of Remuneration to Cost Auditors for Financial Year 2021-2022

The Board on the recommendation of the Audit Committee, approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022 as per the following details: -

Sn.	Name of the Unit	Name & Address of the Cost Auditors	Audit Fees*
1.	Mumbai Refinery & Visakh Refinery	M/s. Dhananjay V. Joshi & Associates, 4, Shrikrushna Bhavan, 1 st Floor, Prashant Nagar, Behind Naupada Police Station, Naupada, Thane (W) – 400 064	₹ 2,00,000
2.	All Marketing Manufacturing Locations and Corporate Consolidation	M/s. ABK & Associates, Jamuna Niwas, 1 st Floor, 32-A, Jai Bharat Society, 3 rd Road, Khar West, Mumbai – 400 052	₹ 2,00,000

* plus reimbursement of out of pocket expenses at actuals and applicable GST.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company.

Accordingly, approval of the members is requested for passing an Ordinary Resolution as set out at item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors to conduct audit of the Cost Records of the Company for the Financial Year ending March 31, 2022.

Relevant documents in respect of the said item are available in electronic form for inspection by the Members of the Company upto the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested in the resolution set out at item No. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 6 for approval by the Members.

7. Approval of Material Related Party Transactions to be entered during Financial Year 2022-2023

HPCL Mittal Energy Limited (HME), a Joint Venture Company, is a Related Party as defined under Section 2 (76)



of the Act read with Regulation 2 (1) (zb) of the SEBI Listing Regulations.

The Company is proposing to enter into certain business transactions with HMEL during Financial Year 2022-2023. The nature of transactions is in the form of Purchase of Crude and Petroleum Products, Sale of Crude and Petroleum Products, Lease Rental Receipts, Operation and Maintenance of LPG Facilities, Safekeeping/Warehousing Service, infrastructure Facilities services to be availed etc. from/by HMEL.

All transactions to be entered into by the Company with HMEL are in the ordinary course of business and are at arm's length basis and necessary approvals as required in compliance of the provisions under the Act have already been obtained from the Audit Committee/Board.

It may be noted that as per the explanation to Regulation 23 (1) of SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds ten percent of the Annual Consolidated Turnover of the Listed entity as per its last audited Financial Statements. Further, as per sub-regulation 4 of the said Regulation, all Material Related Party Transactions require approval of the Members through a Resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

The transactions with HMEL for Financial Year 2022-23 are estimated to be ₹ 46,600 Crore (Rupees Forty Six Thousand Six Hundred Crore Only) and this amount is likely to exceed ten percent of the estimated Annual Consolidated Turnover of the Company for the Financial Year 2021-2022.

Members may please note that based on the criteria as mentioned above, the transactions to be entered into by the Company with HMEL during the Financial Year 2022-2023 are "Material" and therefore, requires approval of the Company by way of passing of an Ordinary Resolution.

Approval of the Members of the Company is therefore required in terms of Regulation 23 of the SEBI Listing Regulations by way of passing of an Ordinary Resolution for approval to the aforesaid Material Related Party Transactions to be entered for Financial Year 2022-2023.

Relevant documents in respect of the said item are available in electronic form for inspection by the Members of the Company upto the date of the Meeting.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolution only to the extent of their shareholding.

The Board recommends the Ordinary Resolution as set out at item No. 7 for approval by the Members.

By the Order of the Board,

V. Murali
Company Secretary

Date : August 16, 2021
Regd. Office: Petroleum House,
17, Jamshedji Tata Road
Churchgate,
Mumbai - 400 020

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment/re-appointment at the 69th Annual General Meeting in pursuance of relevant provisions of the Act and SEBI Listing Regulations.

Name of the Director	Shri Sunil Kumar	Shri Vinod S Shenoy	Dr. Alka Mittal
Date of Birth	16-08-1970	09-09-1962	27-08-1962
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	30-05-2019	01-11-2016	17-06-2021
Qualifications	IRAS, Bachelor of Technology, Financial Management, Master in Business Administration, Diploma in Public Administration.	B.E. (Chemical)	Postgraduate in Economics; MBA (HRM); Doctorate in Commerce and Business Studies in the area of Corporate Governance
List of Directorship in Other Listed Companies as on 01-08-2021	Engineers India Limited	Mangalore Refinery and Petrochemicals Limited	Oil and Natural Gas Corporation Limited
Membership/ Chairmanship of Audit and Stakeholders Relationship Committees in listed companies as on 01-08-2021	Member-Audit Committee, Hindustan Petroleum Corporation Limited	Member-Audit Committee, Mangalore Refinery and Petrochemicals Limited	Member-Stakeholders Relationship Committee, Oil and Natural Gas Corporation Limited
Shareholding in HPCL	Nil	Nil	Nil
Disclosure of relationship between Directors inter se	There is no relationship inter se between the Directors	There is no relationship inter se between the Directors	There is no relationship inter se between the Directors
Brief Resume and Nature of Expertise in Specific Functional Area	As Joint Secretary (Refineries), Shri Sunil Kumar looks after the matters related to Refineries, Auto Fuel Policy, Petrochemicals, Import/export of crude oil and other petroleum products; Bio Fuels, Renewable Energy and Conservation, Integrated Energy Policy; Climatic Change & National Clean Energy Policy. Before joining MoP&NG, he has worked with Indian Railways in various capacities including Director Finance-Expenditure in Railway Board and Chief Project Manager of Accounting Reform Project of Indian Railways.	A Bachelor in Chemical Engineering from IIT Mumbai, Shri Vinod Shenoy started his career with HPCL in June 1985. During his career spanning over 35 years, Shri Shenoy has held various positions in the Refinery Divisions and Corporate Departments of HPCL and has wide exposure to the Petroleum Industry.	Dr. Alka Mittal is Director (HR) of Oil and Natural Gas Corporation Limited (ONGC), India's Energy Major, since November 2018. Dr. Alka Mittal has over 36 years of extensive experience in the industry across diverse roles and challenging domains, and is the first woman Functional Director of ONGC in its history. A leader with a mission, Dr. Alka Mittal has driven a number of strategic human resource programmes and initiatives with success, and has also steered ONGC to become one of the top companies in the country in the area of CSR, with focus on impactful projects to support social infrastructure and build sustainable communities. Dr. Alka Mittal is on the Board of ONGC Mangalore Petrochemicals Limited as ONGC nominee Director since August 2015, and is a member of the Board of Governors of Indian Institute of Management, Trichy. She is actively involved with various national and international professional forums dedicated to the cause of Human Resource Management and empowerment of women, especially in the Energy Sector. She has a special penchant for training and mentoring, and has trained more than 12000 young Graduate Trainees of ONGC over two decades.
No. of Board Meetings during FY 2020-21	11	11	NA
No. of Board Meetings attended	11	11	NA