



HINDUSTAN PETROLEUM CORPORATION LIMITED

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CIN: L23201MH1952GOI008858

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 & 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

**TO THE MEMBERS OF HINDUSTAN PETROLEUM CORPORATION LIMITED
("HPCL/COMPANY")**

NOTICE OF POSTAL BALLOT

Notice is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, ("**Rules**"), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("**MCA**") (collectively referred to as "**MCA Circulars**"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR, 2015**"), Secretarial Standards on General Meeting ("**SS-2**") and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Ordinary Resolution as set out in this Notice is proposed for approval by the Members of the Company for passing by means of Postal Ballot by voting through electronic means ("**remote e-voting**").

ORDINARY RESOLUTION

Item No. 1:

Appointment of Shri S. Bharathan (DIN: 09561481) as a Director of the Company

To consider and if thought fit, to pass 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 ("**Act**"), Companies (Appointment and Qualification of Directors) Rules, 2014, ("**Rules**") 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 ("**SEBI LODR, 2015**") and also the provisions of the Articles of Association of the Company, Shri S. Bharathan who was appointed by the Government of India as Director – Refineries (Whole Time Director) of the Company and was also appointed as an Additional Director by the Board of Directors of the Company with effect from October 01, 2022 and for whose appointment, approval of the Members of the Company is required to be taken before the next General Meeting under the provisions of the Act or within a period of 3 months from the date of appointment in line with the applicable provision of the SEBI LODR, 2015, whichever is earlier, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

NOTES:

1. The Explanatory Statement under Section 102 of the Act pertaining to the proposed item of Special Business setting out the material facts and the reasons thereof is annexed herewith for consideration and forms part of this Postal Ballot Notice.
2. The Company has appointed Shri Upendra Shukla, Practising Company Secretary, for conducting this Postal Ballot process through remote e-voting in a fair and transparent manner and required consent for such appointment has been received.
3. The Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically. The communication of assent or dissent of the Members would only take place through the remote e-voting. Members are requested to carefully read the instructions in the notes for remote e-voting before casting their votes.
4. Members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, November 18, 2022**, being the cut-off date, are entitled to vote on the Resolution set forth in this Postal Ballot Notice. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. In case of joint holders, any one of such holder(s) may vote.
5. The Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) (“collectively referred to as **Depositories**”) as on **Friday, November 18, 2022** and whose e-mail IDs are registered with the Company / Depositories. Members who have not registered their e-mail IDs, are requested to follow the instructions given hereunder to receive the Postal Ballot Notice and login ID & password for remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
6. Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to write to the Company or Registrar and Transfer Agents (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, email ID: rnt.helpdesk@linkintime.com) to update their respective email addresses by providing the requisite documents. Members holding shares in dematerialized mode are requested to Register/update their email addresses with the relevant Depository Participants.
7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.hindustanpetroleum.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of CDSL at <https://www.evotingindia.com>.
8. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members can inspect the same by writing an e-mail to the Company at hpclinvestors@mail.hpcl.co.in.

9. The remote e-voting period are given below:

Commencement Day, Date and Time	Thursday, November 24, 2022 [From 9.00 a.m. (IST)]
End Day, Date and Time	Friday, December 23, 2022 [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 remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

10. The Scrutinizer shall after the conclusion of the remote e-voting on **Friday, December 23, 2022 5.00 p.m. (IST)**, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e-voting.
11. The results of the Postal ballot will be announced **at or before 4.00 p.m. IST on Monday, December 26, 2022** at the Registered Office of the Company at Petroleum House, 17, Jamshedji Tata Road, Churchgate, Mumbai – 400 020. The results will also be uploaded on the Company's website at www.hindustanpetroleum.com website of CDSL at <https://www.evotingindia.com> and also necessary disclosures to the BSE Limited ("**BSE**") /National Stock Exchange of India Limited ("**NSE**") ("collectively referred to as "**Stock Exchanges**") will be made. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of voting i.e. **Friday, December 23, 2022**.
12. The Ordinary Resolution shall be declared as passed if the number of votes cast in favour of the resolution exceeds the votes, if any, cast against the resolution by members so entitled and voted.
13. Members may send their queries related to item included in the Postal Ballot Notice on the email ID hpclinvestors@mail.hpcl.co.in from their registered email address or write to Shri K S Balaji, (Dy. Company Secretary), at Hindustan Petroleum Corporation Limited, Petroleum House, 17, Jamshedji Tata Road, Churchgate, Mumbai – 400 020 mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card.

14. INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING :

The details of the process, manner and instruction for remote e-voting are as under:

- I. Pursuant to SEBI Circular No. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/242 dated December 09, 2020, under Regulation 44 of SEBI LODR, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- II. In terms of the said SEBI circular, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com homepage or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders 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

III. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- IV. After entering these details appropriately, click on “SUBMIT” tab.
- V. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VI. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- VII. Click on the EVSN for Hindustan Petroleum Corporation Limited on which you choose to vote.
- VIII. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- IX. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- X. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XI. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- XII.** You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XIII.** If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIV. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; ucshukla.scrutinizer@rediffmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to hpclinvestors@mail.hpcl.co.in.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.
4. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT:

Item No. 1:

Appointment of Shri S. Bharathan (DIN: 09561481) as a Director of the Company

The Government of India has appointed Shri S. Bharathan, ED – Refinery Coordination and Additional charge of Corporate R & D, as Director (Refineries) on the Board of the Company. Accordingly, Shri S. Bharathan was appointed by the Board as an Additional Director with effect from October 01, 2022 in terms of provisions of Section 161 of the Act, Rules made thereunder and also the provisions of the Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed by the Board shall hold office upto the date of next Annual General Meeting of the Company or the last date on which the Annual General Meeting of the Company should have been held, whichever is earlier. However, SEBI vide amendment dated August 03, 2021 to the SEBI LODR, 2015 has added new Regulation 17 (1C) which was effective January 01, 2022 and as per the new Regulation, listed entities are now required to ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In order to comply with this requirement, the Board of Directors of the Company has recommended to seek the approval of Members of the Company for appointment of Shri S. Bharathan as Director on the Board through the process of Postal Ballot to comply with the amended provisions of SEBI LODR, 2015.

In terms of provisions contained under Section 160 of the Act, the Company has received a Notice in writing from a Member along with requisite Deposit proposing candidature of Shri S. Bharathan for the Office of Director.

Prior to his appointment as Director – Refineries, Shri S. Bharathan, was ED – Refinery Coordination and Additional Charge of Corporate R & D of the Company. His brief resume containing other relevant details is annexed herewith.

Relevant documents in respect of the said item are available in Electronic Form for inspection by the Members upto the last date of voting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution.

The Board recommends the Ordinary Resolution as set out for approval by the Members.

**By Order of the Board,
For Hindustan Petroleum Corporation Limited,**

**V. Murali
Company Secretary**

Date: November 21, 2022

Place: Mumbai

ANNEXURE TO ITEM NO. 1 OF THE NOTICE OF POSTAL BALLOT

Details of Director seeking appointment/re-appointment in pursuance of relevant provisions of the Act and SEBI LODR, 2015.

Name of the Director	Shri S. Bharathan (DIN: 09561481)
Date of Birth & Age	May 06, 1968 & 54 years
Nationality	Indian
Date of first appointment on the Board	October 01, 2022
Qualification	Post Graduate in Chemical Engineering
List of Directorship in Other Companies as on November 21, 2022	<ol style="list-style-type: none"> 1. HPCL Biofuels Limited 2. Mangalore Refinery and Petrochemicals Limited 3. Ratnagiri Refinery and Petrochemicals Limited 4. HPCL-Mittal Energy Limited 5. HPCL Rajasthan Refinery Limited 6. Prize Petroleum Company Limited
Membership / Chairmanship of Committees of companies as on November 21, 2022	<ol style="list-style-type: none"> 1. Hindustan Petroleum Corporation Limited (Corporate Social Responsibility & Sustainability Development Committee – Member; Risk Management Committee - Member) 2. Mangalore Refinery and Petrochemicals Limited (Nomination and Remuneration Committee – Member) 3. HPCL Rajasthan Refinery Limited (Audit Committee – Member)
Listed entities from which the person has resigned in the past three years	None
Shareholding in HPCL (including shareholding as a beneficial owner) as on November 21, 2022	2,300 No. of Equity Shares
Disclosure of relationship between Directors inter se	There is no relationship between the Directors inter se
Brief Resume and Nature of Expertise in Specific Functional Area	<p>Prior to appointment as Director (Refineries), Shri S. Bharathan was an ED – Refineries Coordination of the Company with Additional Charge of Corporate R & D.</p> <p>Shri Bharathan has wide exposure to the Refinery operations of the Company and has worked in Operations and Technical Departments of Mumbai and Visakh Refinery for over 25 years. He has also worked in the Corporate Office on Margin Management & Refinery Project Process for over 4 years. Further, he is also leading HPCL's Green R&D Centre in Bengaluru for the last 3 years. Under him, HPCL Green Research & Development Centre (HPGRDC) has reached filing of about 380 patents.</p>
No. of Board Meetings during FY 2022-23	07
No. of Board Meetings during FY 2022-23 (which he was eligible to attend during his tenure as Director)	01

No. of Board Meetings attended	01
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	<p>The appointment is for a period of 5 years with effect from the date of his assumption of charge of the post on or after 01.10.2022 or till the date of his superannuation, or until further orders, whichever is the earliest.</p> <p>HPCL, being a Government Company, the remuneration payable to its Whole Time Directors is approved by Government of India and advices thereof are received through MoP&NG.</p>