



हिन्दुस्तान पेट्रोलियम कॉर्पोरेशन लिमिटेड

(भारत सरकार उपक्रम) रजिस्टर्ड ऑफिस : 17, जमशेदजी टाटा रोड, मुंबई - 400 020.

HINDUSTAN PETROLEUM CORPORATION LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE) REGISTERED OFFICE : 17, JAMSHEDJI TATA ROAD, MUMBAI - 400 020.

17, जमशेदजी टाटा रोड, पोस्ट बॉक्स नं. - 11041, मुंबई - 400 020. दूरभाष - 2286 3900 • फॅक्स - 2287 2992 • ई-मेल : corphqo@hpcl.co.in
17, Jamshedji Tata Road, P. O. Box No. - 11041, Mumbai - 400 020. Tel. : 2286 3900 • Fax : 2287 2992 • e-mail : corphqo@hpcl.co.in
CIN No. : L23201MH1952GOI008858

Ref.: Co.Secy./VM/36/2019

January 16, 2019

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

Script Code: 500104

Sub.: Notice of Postal Ballot.

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex,
Bandra East,
Mumbai – 400 051 **Script Name : HINDPETRO**

Dear Sirs,

In Compliance with Regulation 30 read with Schedule III Part A (A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we write to forward herewith Notice of Postal Ballot along with Postal Ballot Form which had been sent to Members of the Company for seeking their approval:

- For Entering into Material Related Party Transactions with M/s. HPCL Mittal Energy Limited (HMEL) for the Financial Year 2019-2020 by passing of an Ordinary Resolution in compliance of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- For Re-appointment of Shri Ram Niwas Jain (DIN 00671720) as an Independent Director on the Board of HPCL by passing of a Special Resolution in compliance of provisions of Sec. 149 (10) of the Companies Act, 2013.

This is for your information and records.

Thanking you,

Very truly yours,

V. Murali
Company Secretary

Encl: a/a



HINDUSTAN PETROLEUM CORPORATION LIMITED

Regd. Office: Petroleum House, 17, Jamshedji Tata Road, Mumbai – 400 020

Tel.: +91 – 22 – 22863900 Fax: + 91 – 22 – 22872992

Website : www.hindustanpetroleum.com E-mail ID: hpclinvestors@mail.hpcl.co.in

CIN: L23201MH1952GOI008858

NOTICE OF POSTAL BALLOT

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

TO THE MEMBERS OF THE COMPANY,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “the Rules”) including any statutory modification or re-enactment thereof, for the time being in force, for seeking approval of Members of the Company for the following:

1. For Entering into Material Related Party Transactions with M/s. HPCL Mittal Energy Limited (H MEL) for the Financial Year 2019-2020 by passing of an Ordinary Resolution in compliance of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. For Re-appointment of Shri Ram Niwas Jain as an Independent Director on the Board of HPCL by passing of a Special Resolution in compliance of provisions of Sec. 149 (10) of the Companies Act, 2013.

The Statement under Section 102 of the Act pertaining to the proposed items of Special Business setting out the material facts and the reasons thereof along with the Postal Ballot Form is annexed herewith for your consideration.

You are requested to carefully read the instructions on the Postal Ballot Form and the Notice and return the completed Ballot Form in the prepaid Business Reply Envelope attached hereto, so as to reach the Scrutinizer at the address provided therein, on or before February 15, 2019, till 5.00 p.m, being the last date and time for the receipt of the completed Postal Ballot Form. Postal Ballot Form received after the said date and the time shall be deemed to have not been received.

Members will also be provided an option to cast their votes electronically by means of e-voting provided by M/s. Central Depository Services (India) Limited (CDSL). Members are requested to clearly read the instructions carefully for e-voting before casting their votes.

Shri Upendra Shukla, Practising Company Secretary has been appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Upon completion of the scrutiny of the Postal Ballot Form and e-voting data provided by CDSL, the Scrutinizer will submit his report to the Chairman or any other person authorised by him in writing who will countersign the same and the voting results will be announced on Wednesday, February 20, 2019 at 3.00 p.m. 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 besides making necessary disclosures to the Stock Exchanges. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. February 15, 2019.

Item No. 1: Approval of Material Related Party Transactions to be entered during Financial Year 2019-2020.

ORDINARY RESOLUTION:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as 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 modifications or re-enactment thereof for the time being in force), the approval of Members of the Company be and is hereby accorded to the Material Related Party Transactions to be entered into with Joint Venture Company, M/s. HPCL Mittal Energy Limited (H MEL), for the Financial Year 2019-2020 for a value of Rs. 47,954.44 Crore (Rupees Forty Seven Thousand Nine Hundred Fifty Four Crores and Forty Four Lakhs) and that the Board of Directors of the Company or any other Persons 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 expedite to give effect to this resolution and for the matters connected therewith or incidental thereto.

Item No. 2: Re-appointment of Shri Ram Niwas Jain (DIN00671720), as an Independent Director of the Corporation.

SPECIAL RESOLUTION:

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

Resolved that pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions 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), approval of Members of the Company be and is hereby accorded for re-appointment of Shri Ram Niwas Jain (DIN00671720) as an Independent Director of the Company for a period of one year from the date of completion of existing tenure i.e. November 19, 2018, not liable to retire by rotation.

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 pertaining to the aforesaid Resolutions, setting out all material facts and the reasons thereto is also given below.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Item No. 1: Approval of Material Related Party Transactions to be entered during Financial Year 2019-2020.

M/s. HPCL Mittal Energy Limited (HMEI), a Joint Venture Company, is a Related Party as defined under Sec. 2 (76) of the Companies Act, 2013 read with Regulation 2 (1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hindustan Petroleum Corporation Limited is proposing to enter into certain business transactions with M/s. HPCL Mittal Energy Limited (HMEI) during Financial Year 2019-2020. The Nature of Transactions are in the form of purchase / sale of Petroleum Products, Employee Deputations, Infrastructure Charges etc. from / by M/s. HMEI.

All transactions to be entered into by the Corporation with M/s. HMEI 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 Companies Act, 2013 have already been obtained from the Audit Committee/Board.

It may be noted that as per Sub-Regulation 4 of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, all Material Related Party Transactions require approval of the shareholders through Resolution and the related parties shall abstain from voting on such Resolutions whether the entity is a related party to the particular transaction or not. Further explanation to Sub-Regulation 1 of Regulation 23 provides that 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 exceeds ten percent of the Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statement of the Listed Entity.

The transactions with HMEI are estimated at Rs. 47,954.44 Crore (Rupees Forty-Seven Thousand Nine Hundred Fifty-Four Crores and Forty-Four Lakhs) and which are likely to exceed ten percent of the estimated Annual Consolidated Turnover of the Company for the Financial Year 2018-2019.

Members may please note that based on the criteria as mentioned aforesaid the transactions to be entered into by the Corporation with M/s. HPCL Mittal Energy Limited for Financial Year 2019-2020 are "Material" and therefore, requires approval of the Company by way of passing of an Ordinary Resolution.

Accordingly, approval of the Members of the Company is required in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by way of passing of an Ordinary Resolution for approval to the aforesaid Material Related Party Transactions.

Relevant document(s) referred in respect of the said item is/are open for inspection by the Members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the last date of receipt of e-Voting/Postal Ballot Form.

The Directors, Key Managerial Personnel or their relatives holding shares in the Corporation 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.1 for approval by the Members.

Item No. 2: Re-appointment of Shri Ram Niwas Jain (DIN00671720), as an Independent Director of the Corporation.

Shri Ram Niwas Jain was re-appointed by the Board as an Independent Director with effect from November 20, 2018 consequent to his re-appointment as an Independent Director by the Government of India, in terms of provisions of Section 149 (10) of the Companies Act, 2013, Rules made thereunder, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also in terms of Article 112 and 121 of Articles of Association of the Company, for a period of one year from the date of completion of existing tenure i.e. November 19, 2018.

In terms of Section 149 (10) of the Companies Act, 2013, subject to the provisions of Sec. 152, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company but shall be eligible for re-appointment on passing of a Special Resolution by the company and disclosure of such appointment in the Board's Report. Accordingly, approval of the Members by way of Special Resolution is required for re-appointment of Shri Ram Niwas Jain, in terms of Section 149 (10) of the Companies Act, 2013.

Declaration has been received from Shri Ram Niwas Jain that he meets the criteria of Independence prescribed under Section 149 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Relevant document(s) referred in respect of the said item is/are open for inspection by the Members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the last date of receipt of e-Voting/Postal Ballot Form.

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

The Board recommends the Special Resolution as set out at item No.2 for approval by the Members.

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

**V. Murali
Company Secretary**

Date: January 08, 2019
Place: Registered Office :
Petroleum House,
17, Jamshedji Tata Road,
Mumbai – 400 020.

MODE FOR CONDUCTING VOTING OF POSTAL BALLOT:

Shri Upendra Shukla, Practising Company Secretary, has been appointed as a Scrutinizer for conducting the Postal Ballot Voting process including e-Voting, in a fair and transparent manner. The details are provided below:

a) Voting through e-Voting:

In Compliance of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Section 110 of Companies Act, 2013 read with the Rules, the Company is pleased to provide Electronic Voting ("e-Voting") facility to all its Members who have registered their e-mail addresses either with the Depository or with the Company, to enable them to cast their votes electronically instead of despatching the Postal Ballot Form, by post. The Company has engaged the services of M/s. Central Depository Services (India) Limited (CDSL) to provide e-Voting facility to its Members. The voting period begins on January 17, 2019 at 9.00 a.m. and ends on February 15, 2019 at 5.00 p.m. The e-Voting module shall be disabled by CDSL for voting thereafter. During the period, Members of the Company, holding shares either in Physical Form or in dematerialized form, may cast their vote electronically. It may be noted that e-Voting is optional. In case a Member has voted through e-Voting as well as also sends his/her vote through physical vote, the vote cast through e-Voting shall only be considered and the Voting through Physical Postal Ballot form shall not be considered by the Scrutinizer.

b) Voting through Postal Ballot

The Postal Ballot Form for voting is enclosed.

Please read carefully the instructions printed in the Postal Ballot and return the Ballot Form duly completed and signed in the attached self-addressed Pre-paid "Business Reply Envelope", so as to reach the Scrutinizer till 5.00 p.m. upto February 15, 2019. Please note that any postal ballot form(s) received after the said date and the time will be strictly treated as if no reply has been received from you.

NOTES FORMING PART OF NOTICE OF POSTAL BALLOT:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 to the proposed Resolutions setting out the material facts and the reasons for the same are as given above.
2. The Notice of Postal Ballot is being sent by post or electronically by e-mail to all the members who have registered their e-mail IDs either with their respective depositories or with the Company and whose names appear in the Register of Members / Records of Depositories as on January 04, 2019. The Voting Period begins on January 17, 2019 at 9.00 a.m. and ends on February 15, 2019 at 5.00 p.m. During this period, Members of the Company, holding shares either in Physical Form or in dematerialized form, as on the date of January 04, 2019 may cast their vote electronically or submit their Ballot Form.

3. Voting rights are reckoned in proportion to the paid up equity shares registered in the name of the Members / Beneficial Owners as on January 04, 2019.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effective the last date specified for receipt of duly completed Postal Ballot Form/e-Voting. The Ordinary Resolution shall be declared as passed if the number of votes, cast in favour of the Ordinary Resolution by postal ballot/e-Voting, exceeds the votes, if any, cast against the resolution by Members so entitled and voting. The Special Resolution shall be declared as passed if the number of votes, cast in favour of the Special Resolution by Postal Ballot/e-Voting are not less than three times the number of the votes, if any, cast against the Resolution by Members so entitled and voting.
5. You are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed, in the attached self-addressed Pre-Paid Business Reply Envelope so as to reach the Scrutinizer till 5.00 p.m. upto February 15, 2019.
6. The Scrutinizer address is as below: -

Shri Upendra Shukla,
Practising Company Secretary,
Scrutinizer,
C/o. M/s. Link Intime India Pvt.Ltd.
Unit: Hindustan Petroleum Corporation Limited,
C-101, 247 Park, L.B.S. Marg,
Vikhroli West,
Mumbai – 400 083

7. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or any other person authorised by him in writing who will countersign the same. The Chairman or any other persons authorised by him, shall announce the results on Wednesday, February 20, 2019 at 3.00 p.m. at the Registered Office of the Corporation at Petroleum House, 17, Jamshedji Tata Road, Churchgate, Mumbai – 400 020. The result shall be communicated to the Stock Exchanges where shares of the Company are listed and shall also be intimated through a Press Release in newspapers. The results would be displayed on the Company's Notice Board at the Registered Office of the Company for three days and will also be put on the Company's website www.hindustanpetroleum.com. The Resolutions, if approved, will be taken as passed effective on February 15, 2019, being the last date specified for receipt of duly completed Postal Ballot Form/e-Voting.

8. **E-Voting Instructions:**

The instructions for E-Voting are under: -

The voting period begins on January 17, 2019 at 9.00 a.m. and ends on February 15, 2019 at 5.00 p.m. During this period, Members of the Company, holding shares as on the cut-off date January 04, 2019 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

(a) In case of Members' receiving e-mail from CDSL:

- (i) The Members should log on to the e-Voting website www.evotingindia.com.
- (ii) Click on Shareholders / Members.
- (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	To use
<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)</p> <p>Note: Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence Number which is printed on the Postal Ballot Form.</p>	PAN
<p>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.</p> <p>Note: 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 (iii).</p>	Dividend Bank

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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 can be 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN of HINDUSTAN PETROLEUM CORPORATION LIMITED on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTIONS 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the changed 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.

(xvii) Shareholder can also cast their votes using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com OR call on Toll Free No. 1800225533

(xviii) Note for Non – Individual Members and Custodians

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form duly completed 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.

(b) In case of Members' receiving Postal Ballot Form by Post but wish to exercise E-voting:

First time demat Members, users Password to be self-generated by referring to details as mentioned above. Please follow all steps from Sr. No. (ii) to Sr. No. (xvii) above, to cast vote.

In case of any queries, you may please refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at www.evotingindia.com under help section.

- Members to whom documents have been sent physically have the option to vote either through e-Voting or through Postal Ballot Form. In case, Members who have received Notice of Postal Ballot through e-mail but who wish to vote through Ballot Form can download the Ballot Form from Investors Section of HPCL website www.hindustanpetroleum.com or seek duplicate form from Shri B.B. Shirodkar, Chief Manager Shares, Hindustan Petroleum Corporation Limited, Shares Department, Petroleum House, 2nd Floor, Churchgate, Mumbai – 400 020 and send the same to Scrutinizer by Post at the address given in Point No. 6 above, till 5.00 p.m. upto February 15, 2019.
- The voting period ends on February 15, 2019 at 5.00 p.m. The e-Voting module will be disabled by CDSL for voting thereafter.

DETAILS IN RESPECT OF ITEM NO. 2 OF THE NOTICE OF POSTAL BALLOT.

Details of Director seeking re-appointment in pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of the Director	Shri Ram Niwas Jain
Date of Birth	03.09.1951
Nationality	Indian
Date of Re-appointment on the Board	20.11.2018
Qualification	B.E. (Mechanical)
Nature of Expertise in specific Functional Areas	Managing Director of M/s. B.P. Engineers Pvt.Ltd. an ancillary to M/s. Hindustan Aeronautics Limited and engaged in manufacturing of aeronautical components mainly for fighter aircrafts, indigenization work for Indian Air Force and various divisions of Hindustan Aeronautics Ltd. Was Independent Director on the Board of two Nationalized Banks, Allahabad Bank & UCO Bank. He is president of Entrepreneurs' Association of Scooters India Ancillary Units, Amausi, Lucknow.
Disclosure of Relationship between Directors inter se	No such relationship between Directors inter se.
List of Directorship in other companies	1. Universal Sompo General Insurance Company Limited. 2. Visa Realty Limited 3. B.P. Engineers Pvt. Ltd.
Shareholding of HPCL	Nil

**HINDUSTAN PETROLEUM CORPORATION LIMITED**

Regd. Office: Petroleum House, 17, J.T. Road, Churchgate, Mumbai – 400 020

Tel.: +91 - 22 - 22863900 Fax: + 91 - 22 - 22872992

Website: www.hindustanpetroleum.com; E-mail ID: hpclinvestors@mail.hpcl.co.in

CIN: L23201MH1952GOI008858

POSTAL BALLOT FORM

Sr. No.:

1. Name & Registered Address of the Sole/First named Member (in Block Letters)	:	
2. Name(s) of Joint Member(s) (if any,) (in block letters)	:	
3. Registered Folio No. / DP ID No. & Client ID No.	:	
4. Number of Shares Held as on 04/01/2019	:	

I/We hereby exercise my/our votes in respect of the following items of Business to be passed through the process of Postal Ballot as stated in the Notice of Postal Ballot dated January 08, 2019 by sending my/our assent or dissent to the said Resolutions by placing (v) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	For Entering into Material Related Party Transactions with M/s. HPCL Mittal Energy Limited (HMEI) for the Financial Year 2019-2020 by passing of an Ordinary Resolution in compliance of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.			
2.	For Re-appointment of Shri Ram Niwas Jain as an Independent Director on the Board of HPCL by passing of a Special Resolution in compliance of provisions of Sec. 149 (10) of the Companies Act, 2013.			

Place:

Date:

(Signature of the Member)**NOTE: Kindly read the instructions printed overleaf before filling the form.****Last date for receipt of Postal Ballot Form by the Scrutinizer is February 15, 2019 (5.00 p.m.).****ELECTRONIC VOTING PARTICULARS**

EVSIN (Electronic Voting Sequence Number)	User ID	Password
190110002		

INSTRUCTIONS

1. A member desiring to exercise a vote by Postal Ballot shall complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. However, envelope containing Postal Ballot Form, if sent by courier/any other mode at the expense of the member will also be accepted. Corporation also offers e-Voting facility. Please see instructions in Sr.No.11 below for details.
2. The Voting Period begins on January 17, 2019 at 9.00 a.m. and ends on February 15, 2019 at 5.00 p.m. During this period, Members of the Company, holding shares either in Physical Form or in dematerialized form, as on the record date January 04, 2019, may cast their vote electronically or send their Ballot Form.
3. The self-addressed envelope bears the address of the Scrutinizer. Members are requested not to send any other paper/s along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, such paper would not be considered and would be destroyed by the Scrutinizer.
4. This Ballot Form should be completed and signed by the Member. In case of joint holding, the Form should be completed and signed by the first named Member and in his absence by the next named Member. The signature of the member(s) on this Postal Ballot Form should be as per the specimen signature registered with the company or furnished by the National Securities Depository Limited/Central Depository Services (India) Limited, in respect of shares held in the Physical form or dematerialized form, respectively.
5. In case of shares held by the Institutional shareholders i.e. other than individuals, HUF, NRI etc. the duly completed Postal Ballot Form should be accompanied by certified copy of the Board Resolution / Authority Letter together with attested specimen signature(s) of duly authorized signatory(ies). Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of Members of the Company must be accompanied by the Copy of Power of Attorney duly certified by the Magistrate, Notary Public or Special Executive Officer or a similar authority holding a Public Office authorized to use the Seal of his Office. If the Power of Attorney is already registered with the Company or R & T Agents, please quote the Registration Number beneath the signature.
6. Tick (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Members are entitled to vote For/Against Resolution covering the total number of shares held by them.
7. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s). Members are entitled to cast their votes differently i.e. all the votes either in favour or against or partly in favour or against.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than February 15, 2019 (5.00 p.m.). Postal Ballot Form received after this date and time will be strictly treated as if the reply from the members have not been received.
9. Votes will be considered invalid on the following grounds:
 - a) If the Member's signature does not tally.
 - b) If the Member has marked all his shares both in favour and also against the Resolution.
 - c) If the Postal Ballot Form is unsigned
 - d) If the Postal Ballot Paper is received in torn or defaced or mutilated condition to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more such grounds.
10. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
11. The Corporation is pleased to offer e-Voting facility as an alternate for its Members to enable them to cast their votes electronically instead of despatching Postal Ballot by post. For exercising e-Voting facility, the User ID and initial password are provided at the bottom of the Postal Ballot Form and the detailed procedure is enumerated below.

E-VOTING

E-Voting Instructions:

The instructions for E-Voting are as under:-

The voting period begins on January 17, 2019 at 9.00 a.m. and ends on February 15, 2019 at 5.00 p.m. During the period, Members of the Company, holding shares as on the cut-off date January 04, 2019, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

(a) In case of Members' receiving e-mail from CDSL:

- i) The Members should log on to the e-Voting website www.evotingindia.com
- ii) Click on Shareholders/Members.
- iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	To use
Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) Note: Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence Number which is printed on the Postal Ballot Form.	PAN
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. Note: 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 (iii).	Dividend Bank Details or Date of Birth

- vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 can be 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.
- viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN of HINDUSTAN PETROLEUM CORPORATION LIMITED on which you choose to vote.
- x) On the voting page, you will see "RESOLUTIONS 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.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) If a demat account holder has forgotten the changed 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.
- xvi) Shareholder can also cast their votes using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com OR call on Toll Free No. 1800225533

(xvii) Note for Non – Individual Members and Custodians

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form duly completed 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.

(b) In case of Members' receiving Postal Ballot Form by Post but wish to exercise e-voting:

First time demat Members, users Password to be self-generated by referring to details as mentioned above. Please follow all steps from Sr. No. (ii) to Sr. No. (xvii) above, to cast vote.

In case of any queries, you may please refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at www.evotingindia.com under help section.

12. Members to whom documents have been sent physically have the option to vote either through e-Voting or through Postal Ballot Form. In case, Members who have received Notice of Postal Ballot through e-mail but who wish to vote through Ballot Form can download the Ballot Form from Investors Section of our website www.hindustanpetroleum.com or seek duplicate form from Shri B.B. Shirodkar, Chief Manager Shares, Hindustan Petroleum Corporation Limited, Shares Department, Petroleum House, 2nd Floor, Churchgate, Mumbai – 400 020 and send the same to Scrutinizer by Post at the address given in Point No. 6 of the Notice till 5.00 p.m. up to February 15, 2019.
13. The voting period ends on February 15, 2019, at 5.00 p.m. The e-Voting module will be disabled by CDSL for voting thereafter.