



Hindustan Oil Exploration Company Limited

'Lakshmi Chambers', 192, St. Mary's Road, Alwarpet, Chennai - 600 018. INDIA.

☎: 91 (044) 66229000 • Fax: 91 (044) 66229011 / 66229012

E-mail: contact@hoec.com • Website: www.hoec.com CIN: L11100GJ1996PLC029880

September 08, 2020

By Online

The Listing Department The National Stock Exchange of India Ltd., "Exchange Plaza", Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Stock Code: HINDOILEXP	The Corporate Relationship Department BSE Limited, 1st Floor, P. Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Stock Code: 500186
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Dear Sirs,

Sub: AGM and Book Closure Notice

We wish to inform you that the Thirty Sixth Annual General Meeting (AGM) of the Members of Hindustan Oil Exploration Company Limited will be held on Wednesday, the 30th day of September 30, 2020 at 10:30 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual Report of the Company along with the Notice of AGM for the financial year 2019-20 is being sent through electronic mode to the Members. The Annual Report and the Notice of AGM is also uploaded on the Company's website at <https://www.hoec.com/results-and-reports/annual-reports/>.

The details such as manner of registering / updating email addresses, casting vote through e-voting and attending the AGM through VC / OAVM has been set out in the Notice of the AGM.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members & Share Transfer Books will remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive), for purpose of the 36th AGM.

The Company has fixed Wednesday, September 23, 2020 as the "Cut-off Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM and to attend the AGM.

The Company is availing e-voting services of Central Depository Services (India) Limited (CDSL). The remote e-voting period begins on Friday, September 25, 2020 (9:00 a.m. IST) and ends on Tuesday, September 29, 2020 (5:00 p.m. IST).

A copy of Notice of the 36th AGM is enclosed herewith.

We request you to kindly take the same on records.

Yours Sincerely,

For Hindustan Oil Exploration Company Limited

G Josephin Daisy
Company Secretary



HINDUSTAN OIL EXPLORATION COMPANY LIMITED

Regd. Office: 'HOEC House', Tandalja Road, Vadodara, Gujarat - 390020 (India)

CIN: L11100GJ1996PLC029880 • E-mail: hoecshare@hoec.com

NOTICE is hereby given that the **Thirty Sixth Annual General Meeting (AGM) of the Members of Hindustan Oil Exploration Company Limited** will be held on Wednesday, the 30th day of September 2020 at 10:30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the audited stand-alone financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Kumar Goel (DIN: 00025350) who retires by rotation and, being eligible, offers himself for re-appointment.
3. Re-appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), M/s Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018) be and is hereby re-appointed as statutory auditors of the Company to hold office from the conclusion of this 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. Re-appointment of Ms. Sharmila Amin as an Independent Director

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Sharmila Amin (DIN:06770401), who was appointed as an Independent Director with effect from December 17, 2014 for a period of five years, and has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from December 17, 2019.

Resolved further that, the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matter or things as may be considered necessary appropriate, expedient or desirable to give effect to above resolution."



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5. Re-appointment of Mr. Pronip Kumar Borthakur as an Independent Director

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Pronip Kumar Borthakur (DIN: 06417854), who was appointed as an Independent Director with effect from June 15, 2016 for a period of five years, and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from June 15, 2021.

Resolved further that, the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matter or things as may be considered necessary appropriate, expedient or desirable to give effect to above Resolution."

6. Ratification of remuneration to Cost Auditor

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 of the Companies Act, 2013 read with the Companies (Cost Record & Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 2,00,000 (Rupees Two Lakhs Only) plus applicable taxes and out of pocket expenses payable to Mr. K. Suryanarayanan, Cost Accountant in practice for the financial year 2020-21."

By Order of the Board of Directors

Place : Chennai
Date : September 07, 2020

G Josephin Daisy
Company Secretary



NOTES

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 36th AGM of the Company is being convened and conducted through VC / OAVM.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself. Since the 36th AGM is being held through VC / OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 36th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Members are required to send to the Company a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-Voting.
4. The Company has notified closure of Register of Members and Share Transfer Books from Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive).
5. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent, Link Intime India Private Limited for consolidation into a single folio. The Company's equity shares are under compulsory demat trading by all investors. Members are requested to convert their shares from physical form to dematerialized form, if not already done, so as to avoid inconvenience in future.
6. Members holding shares in demat form are requested to intimate immediately any change in their address or bank mandates to the Depository Participants with whom they are maintaining their demat accounts.
7. Members holding shares in physical form are requested to advice any change in their address or bank mandates immediately to the Company / the Registrar and Share Transfer Agent - Link Intime India Private Limited, (Unit: Hindustan Oil Exploration Company Limited), B-102 & 103, Shangarila Complex, First Floor, Opp: HDFC Bank Limited, Nr. Radhakrishna Char Rasta, Akota, Vadodara - 390 020 (Gujarat). Tel: 0265-2356573/2356794; Fax No.: 0265-2356791; Email id: vadodara@linkintime.co.in
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with DP / Registrar & Share Transfer Agent - Link Intime India Private Limited for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically or by directly registering at https://www.linkintime.co.in/EmailReg/Email_Register.html.
9. Members / Beneficial owners are requested to quote their Ledger Folio No. / DP & Client ID No., as the case may be, in all correspondence with the company. Members are also requested to quote their e-mail address, telephone, mobile and fax numbers for prompt reply to their communication.
10. Members are requested to note that dividends which were not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account and the corresponding shares on which dividend remains unclaimed for seven consecutive years have been transferred to the Investor Education and Protection Fund (IEPF) as per Section 124 of the Act and the applicable rules. The same can be claimed back from IEPF by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5.



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11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the company or Registrar & Share Transfer Agent - Link Intime India Private Limited.
12. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company.
13. Non-Resident Indian Members are requested to inform Depository Participant (DP) / the Registrar and Share Transfer Agent - Link Intime India Private Limited immediately of (a) change in their residential status on return to India for permanent settlement (b) particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. 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.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 29, 2020 through email on hoecshare@hoec.com. The same will be replied by the Company suitably.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.hoec.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com/>.
17. Members attending the 36th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
18. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
19. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.



INSTRUCTIONS FOR E-VOTING

1. 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 Listing Regulations, the Members are provided with the facility to cast their vote electronically, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
2. The Board of Directors has appointed M/s S Sandeep & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize remote e-voting process and voting during the AGM in a fair and transparent manner.
3. **The details of the process and manner for remote e-voting are explained herein below:**
 - (i) The remote e-voting period commences on Friday, September 25, 2020 (9:00 a.m. IST) and ends on Tuesday, September 29, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 23, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on "Shareholders" module.
 - (iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.
 - (vii) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details OR Date of Birth (DOB)	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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.



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- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

4. Instructions for shareholders for e-voting during the AGM are as under:-

- i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
- ii) Only those shareholders, who are 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 available during the AGM.
- iii) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv) Shareholders 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.

5. Note for Non - Individual Shareholders and Custodians

- i) 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.
 - ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii) 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.
 - iv) 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.
 - v) 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.
6. 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 1800225533.
7. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, 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 022-23058542.



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PROCESS FOR REGISTRATION OF EMAIL ID

1. Physical Holding: Send a request to the Registrar and Transfer Agents of the Company, Link Intime India Private Limited at vadodara@linkintime.co.in, providing 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) for registering email address.

Following additional details need to be provided in case of updating Bank Account Details: a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions, d) 9 digit MICR Code Number, e) 11 digit IFSC Code, f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.

2. Demat Holding: Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops for better experience. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. 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.
3. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before September 25, 2020, mentioning their name, demat account number/folio number, email id, mobile number at hoecshare@hoec.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.



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

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice..

Item No. 4 – Re-appointment of Ms. Sharmila Amin as an Independent Director

The Members of the Company at the 31st Annual General Meeting held on September 25, 2015 approved the appointment of Ms. Sharmila Amin (DIN: 06770401), as a Non-Executive Independent Director of the Company for a period of five years with effect from December 17, 2014.

The Nomination & Remuneration Committee at its Meeting held on November 06, 2019, after taking into account the performance evaluation of Ms. Sharmila Amin during her first term of five years and considering the knowledge, acumen, expertise, experience and the contribution made by her, has recommended to the Board that her continued association would be in the interest of the Company.

Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Ms. Sharmila Amin as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from December 17, 2019 and not liable to retire by rotation.

Ms. Sharmila Amin has given a declaration to the Company that she is not disqualified under Section 164 of the Act for appointment as a Director under the Act and has also given her consent to act as Director of the Company. Also, a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations is received by the Company.

Also, in the opinion of the Board, Ms. Sharmila Amin fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Director and she is independent of the management of the Company.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Ms. Sharmila Amin for her appointment to the office of Independent Director.

Copy of the draft letter of appointment of Ms. Sharmila Amin setting out the terms and conditions of her appointment is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day and the same has also been hosted on the Company's website www.hoec.com.

Ms. Sharmila Amin is the South Asian Regional Director and Managing Director of Bertling Logistics. A Graduate in Commerce from the University of Mumbai, Ms. Sharmila Amin also has a long list of additional qualifications that include Shipping Management from the Indian Institute of Management, Ahmedabad, and being a Customs License Holder (Rule 9), Mumbai. In her long career in Heavy Lift Projects Logistics, she has headed Pan projects/ Oil & Gas for the South Asia Region as a part of the Panalpina Group. She has also headed CRC's Projects Division, and N.S. Guzder and Company's Project Logistics Division.

The other details of Ms. Sharmila Amin as required under the Listing Regulations and other applicable provisions are provided in Annexure - A to this Notice.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 4 of this Notice in the best interests of the Company.

No Director, Key Managerial Personnel or their relatives except Ms. Sharmila Amin is interested or concerned in the Resolution.

Item No. 5 – Re-appointment of Mr. Pronip Kumar Borthakur as an Independent Director

The Members of the Company at the 32nd Annual General Meeting held on September 26, 2016 approved the appointment of Mr. Pronip Kumar Borthakur (DIN: 06417854), as a Non-Executive Independent Director of the Company for a period of five years with effect from June 15, 2016.

The Nomination & Remuneration Committee at its Meeting held on September 07, 2020, after taking into account the performance evaluation of Mr. Pronip Kumar Borthakur during his first term of five years and considering the knowledge, acumen, expertise, experience and the contribution made by him, has recommended to the Board that his continued association would be in the interest of the Company.

Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Pronip Kumar Borthakur as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from June 15, 2021 and not liable to retire by rotation.

Mr. Pronip Kumar Borthakur has given a declaration to the Company that he is not disqualified under Section 164 of the Act for appointment as a Director under the Act and has also given his consent to act as Director of the Company. Also, a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations is received by the Company.

Also, in the opinion of the Board, Mr. Pronip Kumar Borthakur fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Director and he is independent of the management of the Company.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Pronip Kumar Borthakur for his appointment to the office of Independent Director.

Copy of the draft letter of appointment of Mr. Pronip Kumar Borthakur setting out the terms and conditions of his appointment is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day and the same has also been hosted on the Company's website www.hoec.com.

Mr. P.K. Borthakur brings in more than 37 years of rich & diverse experience from his illustrious career at ONGC, from where he retired as Director (Offshore) and led multiple large onshore and offshore projects during his tenure. His wide technical expertise ranges from managing oil & gas operations, artificial lift, well completion, drilling, well control, reservoir management to processing and extraction of value added petroleum products. He is a well-recognized and respected technical authority in the Oil and Gas sector.

The other details of Mr. Pronip Kumar Borthakur as required under the Listing Regulations and other applicable provisions are provided in Annexure - A to this Notice.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 5 of this Notice in the best interests of the Company.

No Director, Key Managerial Personnel or their relatives except Mr. Pronip Kumar Borthakur is interested or concerned in the Resolution.

Item No. 6 – Ratification of remuneration to Cost Auditor

The Board, on the recommendation of the Audit Committee, approved the appointment of Mr. K. Suryanarayanan, Cost Accountant in Practice to conduct the audit of the cost records of the Company for the financial year 2020-21 at a remuneration of ₹ 2,00,000 plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for ratification of the remuneration payable to the Cost Auditors.

None of the directors or key managerial personnel and their relatives is interested or concerned in this resolution.

By Order of the Board of Directors

Place : Chennai
Date : September 07, 2020

G Josephin Daisy
Company Secretary

Annexure A

Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Ashok Kumar Goel	Sharmila Amin	Pronip Kumar Borthakur
DIN	00025350	06770401	06417854
Date of Birth	09/11/1961	06/02/1962	01/02/1954
Age	58 yrs.	57 yrs.	66 yrs.
Disclosure of inter-se relationships between directors and Key Managerial Personnel	Nil	Nil	Nil
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the Board ⁽¹⁾	Solid Containers Limited 2	Chandni Textiles Engineering Industries Limited 1	Nil 2
Shareholding in the Company	1,84,65,078 ⁽³⁾	Nil	Nil

Note:

- (1) Chairmanships / Memberships of Board Committees includes only Audit Committee and Stakeholders' Relationship Committee as per Regulation 26 of SEBI Listing Regulations.
- (2) Details of the aforesaid Director's remuneration and number of Board meetings attended during FY 2019-20 are provided in the Corporate governance report section of the Annual Report 2019-20.
- (3) Mr. Ashok Kumar Goel holds the said shares on behalf of Ashok Goel Trust.