



## 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](mailto:contact@hoec.com) • Website: [www.hoec.com](http://www.hoec.com) CIN: L11100GJ1996PLC029880

December 11, 2020

By Online

<b>The Listing Department</b> <b>The National Stock Exchange of India Ltd.,</b> "Exchange Plaza", Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Stock Code: HINDOILEXP	<b>The Corporate Relationship Department</b> <b>BSE Limited</b> 1 <sup>st</sup> Floor, P. Jeejeebhoy towers, Dalal Street, Mumbai – 400 001 Stock Code: 500186
--	--

Dear Sir / Madam,

**Sub: Intimation of notice of postal ballot in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In continuation of our intimation dated December 10, 2020, please find attached a copy of the Postal Ballot Notice dated December 10, 2020 together with the Explanatory Statement thereto, seeking approval of the members of the Company by way of an ordinary resolution for entering into a material related party transaction as set out in the Notice.

In compliance with Ministry of Corporate Affairs Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 and No. 33/2020 dated September 28, 2020, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, December 04, 2020 ("Cut-off date"). The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, December 12, 2020 and ends at 5.00 p.m. (IST) on Sunday, January 10, 2021. The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.

The Postal Ballot Notice will also be available on the Company's website at [www.hoec.com](http://www.hoec.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

We request you to kindly take our aforesaid submission on record.

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

Website: www.hoec.com • Tel : 91 (0265) 2330766

## NOTICE OF POSTAL BALLOT

Dear Members,

**NOTICE** is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the **Act**") and other applicable provisions, if any, of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended from time to time, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), and any other applicable laws and regulations, the following item of special business appended below is proposed to be passed by the Members of Hindustan Oil Exploration Company Limited (the "**Company**") through Postal Ballot only by voting through electronic means ("**remote e-voting**").

### SPECIAL BUSINESS:

#### Item No. 1 Approval for entering into a material related party transaction

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

"Resolved that, pursuant to section 180(1)(c) of the Companies Act, 2013 read with other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded to the material related party transaction being entered into by the company with M/s. Vyoman Tradelink India Private Limited ("Vyoman"), a company in which Mr. Ashok Kumar Goel (DIN: 00025350), Director of the Company, is a member and director, whereby the Company is granted a medium term loan facility by Vyoman for a sum of ₹ 150 Crores (Rupees One Hundred and Fifty Crores only) carrying interest at the rate of 12% per annum, on such terms and conditions as the Board of Directors may deem fit.

Resolved further that, the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to this resolution, including executing all such documents and agreement as may be required in this regard."

By Order of the Board of Directors

Place : Chennai

Date : December 10, 2020

G Josephin Daisy  
Company Secretary

### Registered office:

Tandalja Road, Off Old Padra Road, Vadodara, Gujarat - 390020

CIN: L11100GJ1996PLC029880

Tel: (0265) 2330766; E-mail: hoecshare@hoec.com; Website: www.hoec.com

### NOTES

1. The Explanatory Statement pursuant to the provisions of Sections 102 of the Companies Act, 2013 setting out all material facts relating to the resolution in this Notice is appended herein below for your information and consideration and the same should be considered as part of this Notice.
2. In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), on account of the outbreak of COVID-19 pandemic, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot.



3. 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 from the Company electronically including this Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting.

**Process for registration of E-mail ID:**

- a) Physical Holding: Send a request to the Registrar and Share Transfer Agents of the Company - Link Intime India Private Limited at [vadodara@linkintime.co.in](mailto: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.
- b) Demat Holding: Please contact your Depository Participant (DP) and register your email ID details in your demat account, as per the process advised by your DP.

Members may also directly register at [https://www.linkintime.co.in/EmailReg/Email\\_Register.html](https://www.linkintime.co.in/EmailReg/Email_Register.html) following the registration process as guided therein.

Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / the Company's RTA, to enable servicing of notices / documents / Annual Reports, etc. electronically to their e-mail address. In case of any queries, Members may write to [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in).

Members may note that this Postal Ballot Notice will also be available on the Company's website, [www.hoec.com](http://www.hoec.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com) and on the website of Central Depository Services (India) Limited, ("CDSL") [www.evotingindia.com](http://www.evotingindia.com).

4. All relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to [hoecshare@hoec.com](mailto:hoecshare@hoec.com) mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail.

5. **The instructions for remote e-voting are as under:**

- i) In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members.
- ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, December 04, 2020 ("**Cut-off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
- iii) Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on December 10, 2020, has appointed M/s S. Sandeep & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
- iv) The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, December 12, 2020 and ends at 5.00 p.m. (IST) on Sunday, January 10, 2021. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, December 04, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



v) **The details of the process and manner for remote e-voting are explained herein below:**

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on Shareholders.
- c) Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- f) 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.
Dividend Bank Details <b>OR</b> 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 (v) (c).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) 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 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.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k) 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.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) 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.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- q) Shareholders can also cast their vote 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.
- r) **Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- s) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
6. The Scrutinizer will submit the results of the e-voting to the Chairperson of the Company or the Authorized persons of the Company after completion of the scrutiny of the e-voting. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website [www.hoec.com](http://www.hoec.com) and shall be communicated to the Stock Exchanges where the Company's shares are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), not later than forty eight hours from the conclusion of the Postal Ballot.
7. The resolution passed by the Members through Postal Ballot shall be deemed to have been passed as if the same were passed at a general meeting of the Members convened in that regard. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Sunday, January 10, 2021.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 1 Approval for entering into material related party transaction**

The Company is in the process of putting the two wells successfully completed in the block MB/OSDSF/B80/2016 ("B-80") on production before the onset of monsoon in the west coast of India. In this block, the Company and Adbhoot Estates Private Limited hold 50% participating interest each under the Revenue Sharing Contract (RSC). The Company is the operator to the Block.

To the extent of the Company's existing share of commitment to this project for its 50% participating Interest, the Company has adequate resources to execute the final leg of the project and no borrowings are contemplated as such to meet our shares of expenses. The project involves setting up of a Mobile Offshore Processing Unit ("MOPU") through HOEC's step-down subsidiary company, Geopetrol Mauritius Limited.

In the light of difficulties expressed by Adbhoot Estates Private Limited in meeting its investment obligation to the project in a short time, the Company has entered into an arrangement with Adbhoot Estates Private Limited by which it will increase its participating interest from 50% to 60% in B-80 oil field subject to the approval of the Government of India and also ensure 100% economic interest in MOPU.

The entire funding requirement is immediate as the Company seeks to implement the project before the onset of monsoon in May 2020. Therefore, the Company has approached a related party to meet its funding requirements.

Hence, in view of the funding needs for meeting the additional capital requirement consequent to the above arrangement with Adbhoot Estates Private Limited, to monetize the upside potential of the existing producing assets and to adequately fund the assets of the subsidiaries, it is proposed to avail a secured loan of ₹ 150 Crores from Vyoman Tradelink India Private Limited ("Vyoman"), a company in which Mr. Ashok Kumar Goel, Director of the Company, is a member and director, at an interest rate of 12% per annum.

Accordingly, the proceeds of the loan would be substantially utilized towards additional investment in B-80 necessitated by the increase in participating interest of the Company in the said B-80 oil field from 50% to 60% and to ensure 100% economic interest in MOPU and to a lesser extent to meet the increased capital commitments thereon as well other potential development activities in the portfolio of the producing assets and the capital assets of subsidiaries. The Company reiterates that it is adequately funded by its existing cash resources and the internal accrual to meet its existing investment requirements of B-80 field.

The main terms of the loan facility granted by Vyoman are as below:

- (a) The loan facility is for an amount of ₹150 crores to be disbursed by Vyoman in three months in line with the requirement of the Company;
- (b) The loan carries an interest rate of 12% per annum.
- (c) The loan is to be repaid in a period of 27 months from the month in which the Company begins production of oil and gas from B-80;
- (d) The Company can prepay the loan facility without any additional cost;
- (e) The Company would open an Escrow account for its receivables from B-80 project to service the loan facility;
- (f) The Company would cause its 100% step down subsidiary, M/s. Geopetrol Mauritius Limited to hypothecate its Mobile Offshore Processing Unit in favour of Vyoman for this Loan Facility.

Members of the Company are further requested to note that the said transaction of availing loan from a company in which a Director of the Company is a member/director is not a transaction covered under related party gambit within the meaning of section 188 of the Companies Act, 2013, however, approval for the same is being sought as an abundant precautionary measure.

Since the value of the loan facility exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the transaction would be considered to be a Material Related Party Transaction for the purpose of provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and will thus require approval of the members of the Company through an Ordinary Resolution.

The Audit Committee and Board of Directors have reviewed and approved the terms & conditions of the said transaction at their respective meetings held on December 10, 2020, and recommend the same to the members for their approval.



# HINDUSTAN OIL EXPLORATION COMPANY LIMITED

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the above related party transaction is as follows:

Name of the related party	Vyoman Tradelink India Private Limited
Nature of relationship	Private company in which Mr. Ashok Kumar Goel is a director and member, who is also a Non-Executive Non-Independent Director of HOEC
Nature, material terms, monetary value and particulars of the contract or arrangements	Loan of ₹ 150 crores at an interest rate of 12% per annum

Except Mr. Ashok Kumar Goel, none of the Directors or KMP or their relatives are related or concerned or interested, financially or otherwise in the resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

**By Order of the Board of Directors**

Place : Chennai

Date : December 10, 2020

**G Josephin Daisy**  
**Company Secretary**

**Registered office:**

Tandalja Road, Off Old Padra Road, Vadodara, Gujarat - 390020

CIN: L11100GJ1996PLC029880

Tel: (0265) 2330766; E-mail: hoecshare@hoec.com; Website: www.hoec.com