

# हिन्दुस्तान पेट्रोलियम कॉर्पोरेशन लिमिटेड

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

# **Hindustan Petroleum Corporation Limited**

(A Govt. of India Enterprise) Regd. Office : 17, Jamshedji Tata Road, Churchgate, Mumbai - 400 020



Ref.: Co.Secy./VM/136/2024 May 11, 2024

Director – Investor Services & Listing, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 **Scrip Code: 500104** 

National Stock Exchange of India Limited Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai – 400 051 **Scrip 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 dated May 10, 2024 which had been sent to Members of the Company on May 11, 2024 for seeking their approval by passing of Ordinary Resolutions to Capitalize the Reserves of the Company and to issue Bonus Shares.

This is for your information and records.

Thanking you,

Very truly yours,

**Sub.: Notice of Postal Ballot** 

V. Murali Company Secretary

Encl: a/a



#### HINDUSTAN PETROLEUM CORPORATION LIMITED

Regd. Office: Petroleum House, 17, Jamshedji Tata Road, Churchgate, Mumbai 400020Tel.: +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**

Notice is hereby given to the Members of the Company that pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, ("Rules"), read with relevant Circular resting with latest circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015"), Secretarial Standards on General Meeting ("SS-2") and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Ordinary Resolution as set out in this Notice is proposed for approval by the Members of the Company for passing by means of Postal Ballot by voting through electronic means ("remote e-voting").

## **ORDINARY RESOLUTION**

#### To Capitalize the Reserves of the Company and to issue Bonus Shares

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

**RESOLVED THAT** pursuant to provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the Regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, consent of the Members of the Company be and is hereby accorded for capitalization of Rs.709,27,41,725 (Rupees Seven Hundred Nine Crore Twenty Seven Lakh Forty One Thousand Seven Hundred and Twenty Five Only) standing to the credit of permitted Free Reserve including Capital Redemption Reserve and Retained Earning and issue of bonus Equity Shares of Rs.10 each, credited as fully paid up Equity Shares to the holders of Equity Share(s) of the Company, whose names appear in the Register of Members maintained by the Company and the list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the Record Date which was fixed by the Board as Friday, June 21, 2024, in the proportion of 1 (One) Bonus Equity Share of Rs.10 each for every 2 (Two) existing Equity shares of Rs.10/- each held by the Members / Beneficial Owners.

**RESOLVED FURTHER THAT**, no allotment letters shall be issued to the allottees of the Bonus Share and such Bonus Shares be issued in electronic mode only.

**RESOLVED FURTHER THAT** the issue and allotment of the said Bonus Shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin / Overseas Corporate Bodies and other foreign investors including Foreign Institutional Investors, Foreign Portfolio Investors of the Company, will be subject to the approval of the Reserve Bank of India and any other Regulatory Authority(ies), Foreign Exchange Management Act, 1999 or any other applicable laws, for the time being in force.

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank Pari Passu in all respects with the existing fully paid-up Equity Shares of the Company and shall be entitled to participate in full in any dividend(s) to be recommended/declared by the Company after the Bonus Shares are allotted.

**RESOLVED FURTHER THAT** the Bonus Shares so issued shall also be subject to the terms and conditions as contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid Resolutions, the Board / Committee nominated by the Board, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of Bonus Equity Shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the Statutory Authority (ies) and which the Board / Committee nominated by the Board in its discretion think fit and proper.

### NOTES:

- The Explanatory Statement under Section 102 of the Act pertaining to the proposed item of Special Business setting out the material facts and the reasons thereof is annexed herewith for consideration and forms part of this Postal Ballot Notice.
- 2. The Company has appointed M/s. Ragini Chokshi & Company, Practising Company Secretary, for conducting this Postal Ballot process through remote e-voting in a fair and transparent manner and required consent for such appointment has been received.
- 3. The Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited for facilitating remote e-voting to enable the Members to cast their votes electronically. The communication of assent or dissent of the Members would only take place through remote e-voting. Members are requested to carefully read the instructions in the notes for remote e-voting before casting their votes.
- 4. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, May 10, 2024, being the cut-off date, are entitled to vote on the Resolution set forth in this Postal Ballot Notice. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. In case of joint holders, any one of such holder(s) may vote.
- 5. The Notice is being sent only through electronic mode to those Members whose names appear

in the Register of Members / Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited "CDSL" ("collectively referred to as Depositories") as on **Friday, May 10, 2024** and whose e-mail IDs are registered with the Company / Depositories. Members who have not registered their e-mail IDs, are requested to follow the instructions given here under to receive the Postal Ballot Notice and login ID & password for remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

- 6. Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to write to the Company or Registrar and Transfer Agents (M/s. Link Intime India Private Limited, Unit: Hindustan Petroleum Corporation Limited, C 101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400 083, email ID: <a href="mailto:rnt.helpdesk@linkintime.com">rnt.helpdesk@linkintime.com</a>) to update their respective email addresses by providing the requisite documents. Members holding shares in dematerialized mode are requested to Register/update their email addresses with the relevant Depository Participants.
- 7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <a href="www.hindustanpetroleum.com">www.hindustanpetroleum.com</a> websites of the Stock Exchanges at <a href="www.bseindia.com">www.bseindia.com</a> and <a href="www.nseindia.com">www.nseindia.com</a> and on the website of CDSL at <a href="https://www.evotingindia.com">https://www.evotingindia.com</a>
- 8. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members can inspect the same by writing an e-mail to the Company at <a href="mailto:hpclinvestors@mail.hpcl.co.in">hpclinvestors@mail.hpcl.co.in</a>.
- **9.** The remote e-voting period are given below:

Commencement Day, Date and Time	<b>Monday, May 13, 2024</b> [From 9.00 a.m. (IST)]
End Day, Date and Time	<b>Tuesday, June 11, 2024</b> [Till 5.00 p.m. (IST)]

During this period, Members' holding shares either in physical form or in dematerialised form, as on cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

- 10. The Scrutinizer shall after the conclusion of the remote e-voting on Tuesday, June 11, 2024 5.00 p.m. (IST), unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e-voting.
- 11. The results of the Postal ballot will be announced at or before 4.00 p.m. IST on Wednesday, June 12, 2024 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 <a href="www.hindustanpetroleum.com">www.hindustanpetroleum.com</a> website of CDSL at <a href="https://www.evotingindia.com">https://www.evotingindia.com</a> and also necessary disclosures to the BSE Limited ("BSE") /National Stock Exchange of India Limited ("NSE") ("collectively referred to as "Stock Exchanges") will be made. The Resolution, if passed by requisite majority, shall be deemed to

have been passed on the last date specified by the Company for receipt of voting i.e. **Tuesday**, **June 11**, **2024**.

- **12.** The Ordinary Resolution shall be declared as passed if the number of votes cast in favour of the resolution exceeds the votes, if any, cast against the resolution by the members so entitled and voted.
- 13. Members may send their queries related to item included in the Postal Ballot Notice on the email ID <a href="https://hpclinvestors@mail.hpcl.co.in">hpclinvestors@mail.hpcl.co.in</a> from their registered email address or write to Shri Umesh S Pawaskar, Assistant Company Secretary, or Shares Department at Hindustan Petroleum Corporation Limited, Petroleum House, 17, Jamshedji Tata Road, Churchgate, Mumbai 400 020 mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card.
- **14.** As per relevant provisions of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 which was effective May 23, 2023, allotment of Shares in Bonus Issue is required to be made only in Demat Form. In view of the stated provisions, Members holding Shares in physical form are requested to dematerialize their Shares.

#### 15. INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING:

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

- I. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI LODR, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- II. In terms of the said SEBI circular, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are or visit <a href="https://www.cdslindia.com">www.cdslindia.com</a> and click on Loginicon and select New System Myeasi tab.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided bycompany. On clicking the evoting option, the user will be</li> </ol>
	able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly.

3) If the user is not registered for Easi/Easiest, option to register is at www.cdslindia.com and click on Loginicon and select New System Myeasi tab and then click on Registration Option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com homepage. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. Individual If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing Shareholders the following URL: https://eservices.nsdl.com either on a Personal holding Computer or on a mobile. Once the home page of e-Services is launched, click securities in on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' demat mode section. A new screen will open. You will have to enter your User ID and with **NSDL** Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e- Voting period. If the user is not registered for IDeAS e-Services, option to register is available athttps://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.isp Visit the e-Voting website of NSDL. Open web browser by typing the following URL:https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. Individual You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Shareholders Successful login, you will be able to see e-Voting option. Once you click on e-(holding Voting option, you will be redirected to NSDL/CDSL Depository site after securities in demat mode) successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to elogin through their Voting service provider website for casting your vote during theremote e-Voting **Depository** period. **Participants** 

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

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

Login type	Helpdesk details
Individual Shareholders	
holding securities in	Members facing any technical issue in login can contact CDSL helpdesk
	by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at
mode with CDSL	toll free no. 1800 22 55 33.
Individual Shareholders	I Morriboro labing arry tobrillibar lobab in login barr boritable 140BE
holding securities in Demat	
mode with <b>NSDL</b>	no.: 1800 1020 990 and 1800 22 44 30

- III. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
  - 1) The shareholders should log on to the e-voting website <a href="www.evotingindia.com">www.evotingindia.com</a>.
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - **c.** Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to <a href="https://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bankers 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 (3).

- **IV.** After entering these details appropriately, click on "SUBMIT" tab.
- V. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share

- your password with any other person and take utmost care to keep your password confidential.
- VI. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- VII. Click on the EVSN "240510001" for Hindustan Petroleum Corporation Limited on which you choose to vote.
- VIII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- IX. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- X. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- **XII.** You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XIII. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

# XIV. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians
  are required to log on to <a href="https://www.evotingindia.com">www.evotingindia.com</a> and register themselves in the
  "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.
- 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 <a href="mailed-to-helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; <a href="mail@csraginichokshi.com">mail@csraginichokshi.com</a> if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT:**

## To Capitalize the Reserves of the Company and to issue Bonus Shares

The Board of Directors of the Company have recommended Capitalization of Reserves of Rs.709,27,41,725 (Rupees Seven Hundred Nine Crore Twenty Seven Lakh Forty One Thousand Seven Hundred Twenty Five Only) standing to the credit of permitted Free Reserve including Capital Redemption Reserve and Retained Earnings as on March 31, 2024 and issue of Bonus Shares to the eligible shareholders in the ratio of 1 (One) Bonus Equity Shares of Rs.10/- each for every 2 (Two) Equity Shares held with the approval of the Members by Postal Ballot process. The proposal for capitalization of said reserves and issue of Bonus Shares is now placed for consideration and approval of the Members.

The Board recommends the passing of the proposed Ordinary Resolution by Members of the Company as placed above through the process of Postal Ballot/e-Voting.

The Record Date for determining the eligibility of the Shareholders to receive the said Bonus Shares has been fixed by Board as Friday, June 21, 2024.

Relevant document(s) 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 June 11, 2024.

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

The Board of Directors of the Company has recommended the resolution of the Postal Ballot Notice for approval of Members of the Company as an Ordinary Resolution through Postal Ballot Process.

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

V. Murali Company Secretary

Date: May 10, 2024 Place: Mumbai