



# 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/027/2023

February 01, 2023

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**

**Sub.: Notice of Postal Ballot**  
**dated January 30, 2023**

Dear Sirs,

In compliance with Regulation 30 read with Schedule III Part A, Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we write to forward herewith Notice of Postal Ballot dated January 30, 2023 which has been sent to the Members of the Company on Wednesday, February 01, 2023 for seeking their approval by passing of a Special Resolution for "Alteration in Object Clause of the Memorandum of Association".

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, Churchgate, Mumbai 400020  
Tel.: +91 22 22863900 Fax: + 91 22 22872992  
Website: www.hindustanpetroleum.com E-mail ID: hpclinvestors@mail.hpcl.co.in  
CIN: L23201MH1952GOI008858

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

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

### **NOTICE OF POSTAL BALLOT**

Notice is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of The Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ("**Rules**"), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("**MCA**") (collectively referred to as "**MCA Circulars**"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR, 2015**"), Secretarial Standards on General Meeting ("**SS-2**") and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolution as set out in this Notice is proposed for approval by the Members of the Company by means of Postal Ballot by voting through electronic means ("**remote e-voting**").

### **SPECIAL RESOLUTION**

#### **Item No. 1:**

#### **Alteration in Object Clause of the Memorandum of Association**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions of The Companies Act, 2013 ("**Act**") and the relevant Rules (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authority(ies), which the Board of Directors are authorized to accept, as it may deem fit, the approval

of the Members of the Company be and is hereby accorded for alteration/modification, substitution and addition in the Object Clause (Clause III) of the Memorandum of Association of the Company as follows:

**A. ADDITION OF NEW CLAUSES:**

1. At the end of sub-clause (e), add following sub-clause:
  - (e-i)** To trade and undertake the business of mining of coal and other minerals, including the management of mines and to mine, quarry or beneficiate coal and manufacture coke and other by-products of coal and to buy, sell, import, export, manufacture, acquire or otherwise deal in all minerals and other materials of every kind needed for or resulting from mining, manufacturing, production or processing of coal, coke and other by-products of every kind and, for this purpose, to install, operate and manage all necessary plants, mines, establishments and works.
  - (e-ii)** To produce, process, store, distribute, sell, import, export or otherwise deal in gas and other by-products arising from the coal gasification process in India and abroad and for this purpose, to install, operate and manage all necessary plants, mines, establishments and works.
  - (e-iii)** To search for, prospect, explore, develop, drill, extract, pump, draw, transport, purify, manufacture, produce, buy, sell or otherwise dispose of hydrocarbon petroleum, natural gas, other minerals and seabed resources of any kind.
2. At the end of sub-clause (u-iii), add following sub-clause:
  - (u-iii-a)** To manufacture, fabricate, assemble, commission, construct, design, develop, buy, sell, import, export, distribute, lease, rent and deal in, electric and other automobiles, motorcars, lorries, buses, vans, motorcycles and vehicles of every description, whether two, three, four or multi wheeler, functioning by means of electrical or other renewable or non-renewable, environmental friendly sources of energy, from conventional or non-conventional methods or otherwise, and such other components, parts and accessories including engines, motors, controllers, lithium ion batteries, super capacitors, fly wheel, GPS systems, chassis-bodies, electronic batteries and all machinery, implements, appliances, apparatus, accessories, lubricants, solutions enamels and all things capable of being used for, in or in connection with maintenance, and working of such electronic or other motors.
  - (u-iii-b)** To manufacture, install, commission, supply, trade, construct, design charging stations for vehicles functioning by means of electrical or other renewable or non-renewable, environmental friendly sources of energy, from conventional or non-conventional methods or otherwise, whether at the existing retail outlets/ property(ies) of the Company or in any space, including any commercial, residential or open spaces.

3. After the sub-clause (u-vi), add following sub-clauses-

- (u-vii)** To render all kinds of services and provide all kinds of amenities, conveniences, advantages and facilities to persons visiting any retail outlets, LPG distributorships or any other places, either owned, hired or leased by the Company in order to make it convenient and comfortable for them to do their shopping therein, by providing refreshment and tea rooms, milk and snack bars, facilities for tailoring, hairdressing and manicure, recreation and amusement, entertainment of all kinds, cinema and theatrical box office counters, libraries, baggage transport and other transport facilities, reservations and tickets for transports of all kinds, for entertainment, for hotels, for lodging accommodation, for tours and other facilities, which are usually provided by large departmental stores all over the world.
- (u-viii)** To provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, run, market, purchase, sell, distribute, resell, import, export and carry on the business of all types/ kinds of electronic and virtual payment systems services, e-wallets, mobile-wallets, cash card, payment gateways services, pre-paid and post-paid payment instruments, payment systems including open/ closed/ semi-closed systems, payment instruments in India and abroad including all kinds of payment services in any manner whatsoever and for that purpose enter into any collaborations as may be required with banks/financial institutions/ NBFCs.
- (u-ix)** To process, develop, design, assemble, repair, import, export, buy, sell, market, brand, advertise, hire, let on hire, lease or otherwise deal in all models, shapes, sizes, capacities and varieties of domestic kitchen, consumer and/ or household appliances, including heating, cooking and electrical appliances, devices, gadgets such as stoves, pressure cookers, ovens, cooking ranges, induction cook pots, hot plates, induction cooktops, electric stoves, cooking utensils of all types, containers, buckets, refrigerators, dryers, heaters, geysers, irons, mixers, filters, ceiling fans, table fans, exhaust fans, vacuum cleaners, washing machines, air conditioners, tube light fittings, radio, television, stereo, videos and tape recorders, projectors and electronic motors, solar panels, all type of solar energy plants and other similar products, their consumables, parts, accessories, components, fittings whether as wholesalers, retailers, agents, sub agents, distributors or otherwise.
- (u-x)** To design, set up, fabricate, erect, maintain, repair, improve and operate or manage in India or abroad, pipes, pipelines, cross country piping systems, jetties, single buoy moorings, all other kinds of onshore and offshore port facilities, storage and distributing terminals, storage, loading and unloading facilities for the storage and transportation of natural gas, crude oil, petroleum products including but not limited to liquefied petroleum gas, petrol, naphtha, high speed diesel, aviation turbine fuel, superior kerosene oil and all products as may be conveniently transported through pipelines and for this purpose to enter into technical collaboration for obtaining technology in relation to the same as well as to render technical and consultancy services in connection with all such services.
- (u-xi)** To provide, maintain, perform, conduct research and development and provide consulting services including but without limitation in relation to technical studies, alternate sources of fuel, renewable and non-renewable sources of energy, chemicals,

specialized chemicals, bioenergy, design, construction, maintenance, cleaning and repair of all kinds of works, plants, furnaces and buildings procurement, inspection, expediting, management of construction and related services for storage and transportation of natural gas, crude oil, petroleum products including but not limited to liquefied petroleum gas, petrol, naphtha, high speed diesel, aviation turbine fuel, superior kerosene oil and all products as may be conveniently transported through pipelines.

**(u-xii)** To manufacture, fabricate, assemble, commission, construct, design, develop, buy, sell, lease and rent scattered underground storage tanks and provide storage and related facilities for any and all kinds of petroleum and petroleum products, oil, gas and other volatile substances, lubricating base oils and carbon black feedstocks, asphalt, ozokerite, sulphur, clays, bitumen, bituminous substances, carbon, carbon black, hydrocarbon and mineral substances, phosphates, nitrates, coal, ores, minerals and in general all subsoil products at various locations and for that purpose carry out all necessary activities, including all types of civil work, excavation, earth filling, building dispensing units, canopies, voltage stabilizers, UPS, electric panels, earthing and lightening protectors, electric panel rooms, yard lightings, generators, generator sheds, providing electric fittings and doing all such other acts as may be necessary for this purpose.

**(u-xiii)** To carry on in India or elsewhere either independently or in collaboration with any body corporate, the business of buying, selling, letting on hire, purchase on easy payment system, any kind of exploration vessels, survey ships, under water exploration equipment, oil drilling rigs, offshore platforms, ships, tankers, floating and sub-sea pipelines and vessels of all kinds and descriptions, motors, machinery, mechanical and other parts, tools, plants, appliances, apparatus, requisites and accessories, employed and used for the purpose of drilling, exploration, transportation and commercial production of hydrocarbons, oil, gas, ores and minerals.

4. After the sub-clause (v), add following sub-clauses-

**(v-i)** To render advisory, consultancy, investment advisory, alternative investment fund management, asset management, portfolio management, research and such other related and ancillary services. To promote, establish, manage, organize, handle, operate or float alternative investment schemes to manage all types and kinds of assets of Alternate Investment Funds in India whether open ended or close ended or other schemes as may be approved by the Securities and Exchange Board of India or other authorities from time to time under the prevailing laws, rules, regulations and guidelines.

**(v-ii)** To establish, promote, form, organize, sponsor, operate, supervise, manage and carry on business as administrators or managers of investment funds, as part of alternate investment fund business for investment in equity and other securities, to contribute to the development of capital market and for providing facility for participation by subscribers and in the profits or income arising from the acquisition, holding, management and disposal of the securities and other properties whatsoever and for that purpose to promote, establish, manage and carry on various schemes as may be approved by Securities & Exchange Board of India (SEBI) and all concerned

authorities and conducive to the management of the company concerning shares, stocks, debentures, debenture stocks, bonds, units, obligations, securitized debts, promissory notes, participation certificate, policies, money market investment securities, policies of the Central and State Government, company, corporation, municipal, local or other body(ies) or authority(ies) or obligations of other securities or investments of any kind or description whether in India or in any foreign country.

- (v-iii)** To carry on and undertake the business of portfolio management services, investment advisory services, custodial services, asset management services directly or through its subsidiary(ies), subject to necessary Governmental or Regulatory approvals.
- (v-iv)** To establish, provide, maintain and conduct or otherwise subsidise, endow or assist research laboratories, experimental stations, workshops and libraries for scientific, industrial and technical research experiments and test of all kinds and to undertake and carry out research and better techniques and methods of manufacturing the company's products and improving or securing any process or processes, patent or patents or copy rights or protecting any invention or inventions or copy rights which the Company may acquire or propose to acquire or deal with and to promote studies, research, surveys and investigations, both scientific and technical, by providing, subsidising endowing or assisting laboratories, colleges, universities, workshops, libraries, lectures, meetings, exhibitions and conferences and by providing for the remuneration to scientists, scientific or technical personnel or teachers, research workers and inventors or otherwise and generally encourage, promote and reward studies, research, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses of the Company.
- (v-v)** To act as a service organization or bureau for providing, rendering and/or undertaking general, administrative, secretarial, advisory, consultancy, commercial, engineering, financial, legal, liaison, managerial, marketing, purchasing, technical, operational, accountancy agency, auditing, internal auditing, industrial know-how, scientific personnel, quality control research and other services to individuals, firms, companies, corporate bodies, trusts, associations, organisations or institutions, in India or abroad and to utilize the expertise already developed by the Company for the above purposes as also to employ experts on the relative subjects and make available their services to others in this behalf.
- (v-vi)** To carry on the business of providing solutions and services, either directly or through collaborations, including through joint venture agreements, licenses, trade agreements, related to web-technologies, internet and e-commerce, including to design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sell, purchase, license or otherwise deal in internet portals, media portals, internet solutions, internet gateways, internet service providers, e-commerce, website designing, web based and web enabled services and applications, e-commerce service provider, e-commerce solutions, e-commerce platforms, e-commerce education, e-commerce technologies, digital marketing services and e-business solutions and provide consultancy and advisory services in all the above mentioned activities.

- (v-vii) To develop, provide, undertake, design, import, export, distribute and deal in information systems and application software for microprocessor based information systems, offshore software development projects, internet service provider and solutions in all areas of application including those in internet and intranet website applications, solutions, software, enterprise, resource planning, e-commerce, value added products and other business applications either for its own use or for use of its subsidiary or group companies or for sale in India or for export and to design and develop such systems and application software for and on behalf of manufacturers, owners and users of computer, telecom, digital, electronic equipment in India or elsewhere in the world.
- (v-viii) To utilize the existing land of the Company to carry on business activities as developers of land and carry out residential, commercial, industrial development, including but not limited to developing, erecting and constructing sheds, roads, bridges, channels, culverts, warehouses, resorts, movie theatres, residential homes, houses, buildings, multi-storey, movie theatres, malls, office premises, information technology parks, banquet halls, convenience stores, supermarkets, malls, shops and to sell, assign, lease, transfer, contract, manage, grant exchange or otherwise dispose of the whole or any part of such development, either directly or in collaboration with any other individuals, firms, bodies corporate in India or else.

**B. ALTERATION/MODIFICATION/SUBSTITUTION TO EXISTING CLAUSES:**

5. In sub-clause (a) add the following words after the word “minerals” –

‘peat, coke, sugarcane, beet, ethanol, molasses, biogas, bio-mass, straw, husk, stubble, petrochemicals, chemicals, additives, catalysts, derivatives, natural gas by itself or compressed, liquefied, re-gassed or piped’

The new sub-clause (a) will be read as under-

To purchase or otherwise acquire, manufacture, refine, treat, reduce, distil, blend, smelt, store, hold, transport, use, experiment with, market, distribute, exchange, sell and otherwise dispose of, import, export, and trade and generally deal in any and all kinds of petroleum and petroleum products, oil, gas and other volatile substances, lubricating base oils and carbon black feedstocks, asphalt, ozokerite, sulphur, clays, bitumen, bituminous substances, carbon, carbon black, hydrocarbon and mineral substances, phosphates, nitrates, coal, ores, minerals, **peat, coke, sugarcane, beet, ethanol, molasses, biogas, bio-mass, straw, husk, stubble, petrochemicals, chemicals, manure, additives, catalysts, derivatives, natural gas by itself or compressed, liquefied, re-gassed or piped** and in general subsoil products and subsurface deposits of every nature and description, and the products or the byproducts which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances;

6. In sub-clause (a-i) add the following word after the word 'petroleum'–

'gas'

Add the following word after the words 'industrial fuel'–

'commercial fuel'

The new sub-clause (a-i) will be read as under-

To carry on the business of compressing, bottling and distributing liquified petroleum, **gas** and other gases for lighting, heating, motive power or for use as industrial fuel, **commercial fuel** or domestic fuel.

7. In sub-clause (a-ii), add the following words after the words, 'representative of any'–

'person,'

Add the following words after the word, 'manufacturing'–

'vehicles, tyres, batteries, vehicle accessories, petroleum and petroleum products, chemicals and petro-chemicals,'

The new sub-clause (a-ii) will be read as under-

To act as agents, dealers, transporters, carriers, distributors, representatives of any **person**, Company, Government or statutory body or autonomous body manufacturing **vehicles, tyres, batteries, vehicle accessories, petroleum and petroleum products, chemicals and petrochemicals**, liquified petroleum gas, ammonia and other gases of any nature whatsoever.

8. At the end of sub-clause (b) add the following –

'either independently or in collaboration with the Central Government or any State Government or Governments or local authority or statutory corporation or any other body corporate whether registered in India or not, whether by formation of another legal entity or otherwise'

The new sub-clause (b) will be read as under-

To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests, properties and reserves of every kind and description whatsoever which the Company may deem necessary or appropriate in connection with the conduct of any business enumerated in this Memorandum of Association, or any other business in which the Company may lawfully engage, and to own, hold, operate, improve, exploit, reorganise, manage, grant, lease, sell, exchange or otherwise dispose of the whole or any part thereof **either independently or in collaboration with the Central Government or any State Government(s) or local authority(ies) or statutory corporation(s) or any other body corporate(s) whether registered in India or not, whether by formation of another legal entity (ies) or otherwise;**



9. In sub-clause (u-iii) add the following words after the words 'energy from bio mass' –

'or from bio waste, including from cattle waste and/or municipal waste.'

Add the following words after the words 'or by manufacturing hydrogen'

'and greenhouse gasses emissions avoidance, reduction and mitigation projects within the value chain and out of the value chain'

Add the following words after the words 'or otherwise trade in, accumulation and employment of electricity' –

'hydrogen, other forms of energy and '

The new sub-clause (u-iii) will be read as under-

To undertake in India or elsewhere, the activities of generating, producing, refining, receiving, improving, buying, selling, reselling, acquiring, using, transmitting, accumulating, employing, distributing, developing, handling, supplying and to act as producer/grower, agent, broker, representative, consultant, collaborator, or otherwise to deal in, undertake, assist, encourage, promote, developmental, scientific, technical, engineering, research activities associated with the generation, transmission and distribution of power which is derived from conventional/non-conventional methods including hydel, thermal, turbine, hydrogen, fuel cell technology, solar energy, wind energy, tidal energy, energy from bio mass **or from bio waste, including from cattle waste and/or municipal waste** or from products/ by products or refining operations like petroleum coke, vacuum residue pitch, hydrogen which is produced by the Company or obtained from another party or from LNG and other petroleum products and by-products or by manufacturing hydrogen **and greenhouse gases emissions avoidance, reduction and mitigation projects within the value chain and out of the value chain** and deal in apparatus and things required for or capable of being used in connection with generation, transmission, distribution, supply or otherwise trade in, accumulation and employment of electricity, **hydrogen, other forms of energy and** all power that may directly or indirectly derived there from and for that purpose acquire, establish, contract, lay-down, promote, erect, build, install, commission carry out and run all necessary power sub-station, workshops, repair shops or any other facility or property required for the purpose of carrying on such business for captive consumption/commercial uses.

#### **NOTES:**

1. The Explanatory Statement under Section 102 of the Act pertaining to the proposed item of Special Business setting out the material facts and the reasons thereof is annexed herewith for consideration and forms part of this Postal Ballot Notice.
2. The Company has appointed Shri Upendra Shukla, Practising Company Secretary, for conducting this Postal Ballot process through remote e-voting in a fair and transparent manner and required consent for such appointment has been received.
3. The Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating remote e- voting to enable the Members to cast their votes electronically. The communication of assent

or dissent of the Members would only take place through the remote e-voting. Members are requested to carefully read the instructions in the notes for remote e-voting before casting their votes.

4. Members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, January 27, 2023**, 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, January 27, 2023** and whose e-mail IDs are registered with the Company/ Depositories. Members who have not registered their e-mail IDs, are requested to follow the instructions given hereunder to receive the Postal Ballot Notice and login ID & password for remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
6. Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to write to the Company or Registrar and Share Transfer Agents (M/s. Link Intime India Private Limited, Unit: Hindustan Petroleum Corporation Limited, C 101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, email ID: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)) to update their respective email addresses by providing the requisite documents. Members holding shares in dematerialized mode are requested to Register/update their email addresses with the relevant Depository Participants.
7. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.hindustanpetroleum.com](http://www.hindustanpetroleum.com) websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL at <https://www.evotingindia.com>
8. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members can inspect the same by writing an e-mail to the Company at [hpclinvestors@mail.hpcl.co.in](mailto:hpclinvestors@mail.hpcl.co.in)
9. The remote e-voting period are given below:

<b>Commencement Day, Date and Time</b>	Thursday, February 02, 2023 [From 9.00 a.m. (IST)]
<b>End Day, Date and Time</b>	Friday, March 03, 2023 [Till 5.00 p.m. (IST)]

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

10. The Scrutinizer shall after the conclusion of the remote e-voting on **Friday, March 03, 2023 5.00 p.m. (IST)**, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer’s report within the

prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e-voting.

11. The results of the Postal ballot will be announced **at or before 4.00 p.m. IST on Monday, March 06, 2023** 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](http://www.hindustanpetroleum.com) website of CDSL at <https://www.evotingindia.com> and also necessary disclosures to the BSE Limited ("BSE") /National Stock Exchange of India Limited ("NSE") ("collectively referred to as "Stock Exchanges") will be made. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of voting i.e. **Friday, March 03, 2023**.
12. The Special Resolution shall be declared as passed if the number of votes cast in favour of the resolution is three times than the number of votes, if any, cast against the resolution by members so entitled and voted.
13. Members may send their queries related to item included in the Postal Ballot Notice on the email ID [hpclinvestors@mail.hpcl.co.in](mailto:hpclinvestors@mail.hpcl.co.in) from their registered email address or write to Shri K S Balaji, (Dy. Company Secretary), at Hindustan Petroleum Corporation Limited, Petroleum House, 17, Jamshedji Tata Road, Churchgate, Mumbai – 400 020 mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card.

#### 14. THE INTRUCTIONS FOR E-VOTING :

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p><b>1)</b> 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p><b>2)</b> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p><b>3)</b> If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p><b>4)</b> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> homepage or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p><b>1)</b> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
	<p><b>2)</b> If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>3)</b> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<ul style="list-style-type: none"> <li>• Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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.</li> </ul>

	<ul style="list-style-type: none"> <li>• 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).</li> </ul>
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- 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 newpassword field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VI. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- VII. Click on the EVSN for Hindustan Petroleum Corporation Limited on which you choose to vote.
- VIII. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- IX. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- X. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XI. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XII. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XIII. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIV. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- XV. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and

Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; [ucshukla.scrutinizer@rediffmail.com](mailto:ucshukla.scrutinizer@rediffmail.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [hpclinvestors@mail.hpcl.co.in](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

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

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

##### **Item No. 1:**

##### **Alteration in Object Clause of the Memorandum of Association**

The Company is presently operating in the Energy Sector mainly in the business of refining and marketing of Petroleum products. This sector has been the driver of industrial growth over the past and is now witnessing lot of changes requiring the Company to explore new business opportunities. Further, new energy landscape warrants the Company to venture into other

untapped/potential opportunities considering the change in the business environment and the overall development in the energy sector. Accordingly, it is proposed to amend the Object Clause of the Memorandum of Association (MOA) of the Company to enable the Company to tap these business opportunities in the changing business environment.

As per the provisions of Section 110 of The Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules 2014, any alteration in the main object clause of the Memorandum of Association of the Company is required to be approved by the Members of the Company through Postal Ballot process by passing of Special Resolution. The Board of Directors of the Company at their meeting held on January 20, 2023 have approved the above alteration in the Object Clause of the Memorandum of Association of the Company and recommended to seek approval of Members of the Company through the process of Postal ballot.

The revised draft Memorandum of Association setting out the proposed alteration / modification / substitution and addition as approved by the Board of Directors of the Company is available for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 5.00 p.m. upto the last date of e-voting.

Following is the summary of alteration proposed in the Object Clause:

<b>Addition of New Clauses</b>	<b>Alteration/modification/substitution to existing clauses</b>
III – (e-i), (e-ii), (e-iii), (u-iii-a), (u-iii-b), (u-vii), (u-viii), (u-ix), (u-x), (u-xi), (u-xii), (u-xiii), (v-i), (v-ii), (v-iii), (v-iv), (v-v), (v-vi), (v-vii), (v-viii)	III -(a), (a-i), (a-ii), (b), (u-iii)
<b>Total 20 Clause</b>	<b>Total 5 Clause</b>

The Board of Directors of the Company have recommended the resolution(s) at Item No. 1 of the Postal Ballot Notice for approval of Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution as set out at item No. 1 of this Notice.

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

**V. Murali  
Company Secretary**

**Date: January 30, 2023  
Place: Mumbai**