



NOTICE is hereby given that the **Thirty Third Annual General Meeting (AGM) of the Members of Hindustan Oil Exploration Company Limited** will be held on Monday, the 25th day of September, 2017 at 10:30 A.M. at "Tropicana Hall", The Gateway Hotel, Akota Gardens, Akota, Vadodara - 390020, Gujarat, India, to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of financial statements

To receive, consider and adopt:

- (a) the audited stand-alone financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Auditors thereon;

Item No. 2 - Appointment of Auditor

To ratify the appointment of Auditors and fix their remuneration and to pass the following resolution as an **Ordinary Resolution** thereof:

"Resolved that, pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (FRN: 117366W/W100018), as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Fourth Annual General Meeting of the Company to be held in the year 2018, at such remuneration as shall be fixed by the Board of Directors in consultation with the auditors in this regard."

SPECIAL BUSINESS

Item No. 3 - Ratification of remuneration to Cost Auditor

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

"Resolved that, pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Cost Record & Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 2,00,000 (Rupees Two Lakhs Only) plus applicable taxes and out of pocket expenses payable to Mr. K. Suryanarayanan, Cost Accountant in practice for the year 2017-18."

Item No. 4 - Re-classification of Burren Energy India Limited to Public Category

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

"Resolved that, pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof), if any, consent of the Members be and is hereby accorded for re-classification of Burren Energy India Limited, which holds 5,745 equity shares constituting 0.0044% of the issued and paid-up equity share capital of the Company, from promoter category to public category.

Resolved further that, Burren Energy India Limited seeking re-classification along with its group entities and person acting in concert do / will not:

- a) directly or indirectly, exercise control, over the affairs of the company;
- b) hold, individually or in aggregate, more than 10% of the paid-up capital of the Company;
- c) have any special rights through formal or informal agreements;
- d) act as a Key Managerial Person of the company.



HINDUSTAN OIL EXPLORATION COMPANY LIMITED

Resolved further that, the Board of Directors of the Company be and is hereby authorized to communicate the aforesaid approval and file necessary applications / forms / returns with the Ministry of Corporate Affairs, Stock Exchanges in which the equity shares of the Company are listed and other authorities concerned, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time to give effect to this Resolution."

By Order of the Board of Directors

Place :Chennai
Date :August 11, 2017

G Josephin Daisy
Company Secretary

Registered Office:

'HOEC House', Tandalja Road,
Vadodara - 390020
CIN: L11100GJ1996PLC029880
E-mail id : hoecshare@hoec.com

NOTES

1. **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business set out in the notice is annexed.**
2. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a Member of the Company. The instrument appointing proxy in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight (48) hours before the commencement of the meeting.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. **The Company has notified closure of Register of Members and Share Transfer Books from September 19, 2017 to September 25, 2017 (both days inclusive).**
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days except Saturdays, Sundays and Public holidays during business hours up to the date of the Meeting.
9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Secretarial Department so that the information required by the Members can be made available at the Meeting.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent Link Intime India Private Limited, for consolidation into a single folio. The Company's equity shares are under compulsory demat trading by all investors. Members are requested to convert their shares from physical form to dematerialized form, if not already done, so as to avoid inconvenience in future.



11. Members holding shares in demat form are requested to intimate immediately any change in their address or bank mandates to the Depository Participants with whom they are maintaining their demat accounts.
12. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / the Registrar and Share Transfer Agents Link Intime India Private Limited, (Unit: Hindustan Oil Exploration Company Limited), B-102 & 103, Shangarila Complex, First Floor, Opp: HDFC Bank Limited, Nr. Radhakrishna Char Rasta, Akota, Vadodara - 390 020 (Gujarat). Tel: 0265-2356573 / 2356794; Fax No.: 0265-2356791; E-mail id: vadodara@linkintime.co.in
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with DP / the Registrar & Share Transfer Agent Link Intime India Private Limited, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Members / Beneficial owners are requested to quote their Ledger Folio No. / DP & Client ID No., as the case may be, in all correspondence with the company. Members are also requested to quote their e-mail address, telephone, mobile and fax numbers for prompt reply to their communication.
15. Members who have not encashed their Dividend Warrants for the year ended March 31, 2011 are requested to write to the Company, mentioning the relevant folio number(s) or DP ID & Client ID Number(s) for issuance of new payment instrument against the un-encashed Dividend Warrants. The unclaimed dividend amount and the shares against which remain unclaimed / un-encashed over a period of 7 years from the date they became due for the payment will be transferred by the Company to the Investor Education and Protection Fund (IEPF).
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or Registrar & Share Transfer Agents-Link Intime India Private Limited.
17. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company.
18. Non-Resident Indian Members are requested to inform Depository Participant (DP) / the Registrar and Share Transfer Agent Link Intime India Private Limited, immediately of (a) change in their residential status on return to India for permanent settlement (b) particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
20. The Notice of the 33rd AGM and instructions for e-voting along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same. For those Members who have not registered their e-mail addresses, physical copies of the documents are being sent by the permitted mode.



21. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide e-voting facility through Central Depository Services Limited (CDSL) as an alternative for all Members of the Company, to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the 33rd AGM of the Company scheduled to be held on September 25, 2017.

The procedure for Members of the Company for voting electronically are given in this Notice.

The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on September 18, 2017 (end of day).

The Company has appointed M/s. S Sandeep & Associates, Company Secretaries in Practice as Scrutinizer for conducting the e-voting process at the AGM in a fair and transparent manner.

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

Item No. 3: Ratification of remuneration to Cost Auditor

The Board on the recommendation of the Audit Committee, approved the appointment of Mr. K. Suryanarayanan, Cost Accountant, to conduct the audit of the cost records of the Company for the financial year 2017-18 at a remuneration of ₹ 2,00,000 plus applicable service tax and out of pocket expenses.

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

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice in the best interests of the Company.

Item No. 4: Re-classification of Burren Energy India Limited to Public Category

Burren Energy India Limited (BEIL), which holds 5,745 equity shares constituting 0.0044% of the issued and paid-up equity share capital of the Company, has made an application to the Company for re-classification of their status from promoter category to public category pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board had at its meeting held on August 11, 2017, considered and approved the said application of Burren Energy India Limited and accordingly, place the aforesaid proposal of re-classification before the shareholders for their approval.

Subject to the approval of the shareholders, necessary applications will be made to the Stock Exchange wherein the equity shares of the Company are listed for their approval in order to re-classify their status from promoter to public category in the shareholding pattern of the Company.

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

Accordingly, the Board recommends the Special Resolution as set out in Item No. 4 of this Notice for the approval of the Members.

By Order of the Board of Directors

Place : Chennai
Date : August 11, 2017

G Josephin Daisy
Company Secretary



The instructions for Members for voting electronically are as under:

- (i) The voting period begins on September 20, 2017 at 9:00 A.M. and ends on September 24, 2017 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 18, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for <HINDUSTAN OIL EXPLORATION COMPANY LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login / 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.
- (xviii) 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. iPhone 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.
- (xix) 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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the board resolution and power of attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com.

Route Map to the venue of the AGM





HINDUSTAN OIL EXPLORATION COMPANY LIMITED

Regd. Office: 'HOEC House', Tandalja Road, Vadodara - 390 020
CIN: L11100GJ1996PLC029880 • E-mail id : hoecshare@hoec.com

ATTENDANCE SLIP

(To be presented at the entrance)

Folio No. : DP ID No. :

Client ID No. : No. of Shares :

I hereby record my presence at the 33rd Annual General Meeting of the Company on Monday, the 25th day of September 2017 at 10:30 A.M. at "Tropicana Hall", The Gateway Hotel, Akota Gardens, Akota, Vadodara - 390020, Gujarat, India.

Name and Address of the Member / Proxy	Signature of the Member / Proxy

- Only Member / Proxy can attend the meeting.
- Member / Proxy should bring his / her copy of the Annual Report for reference at the Meeting.



HINDUSTAN OIL EXPLORATION COMPANY LIMITED

Regd. Office: 'HOEC House', Tandalja Road, Vadodara - 390 020
CIN: L11100GJ1996PLC029880 • E-mail: hoecshare@hoec.com

Form No. MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No / Client ID :

DP ID :

I / We, being the Member(s) of the above named company holdingequity shares, hereby appoint:

- Name : Address: :
E-mail Id : Signature: or failing him/her,
- Name : Address: :
E-mail Id : Signature: or failing him/her,
- Name : Address: :
E-mail Id : Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 33rd Annual General Meeting of the Company, to be held on Monday, the 25th day of September 2017 at 10:30 A.M. at "Tropicana Hall", The Gateway Hotel, Akota Gardens, Akota, Vadodara - 390020, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017		
2.	Ratification of appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors		
3.	Ratification of remuneration to Cost Auditor		
4.	Re-classification of Burren Energy India Limited to Public Category		

Signed this day of 2017.

.....
Signature of the Shareholder(s)

.....
Signature of the Proxyholder(s)

Affix
Revenue
Stamp
.....
Signature

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- A proxy need not be a Member of the Company.
- A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.
- Please put a '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he / she wishes.
- In the case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

