



HINDUSTAN OIL EXPLORATION COMPANY LIMITED

Regd. Office: 'HOEC House', Tandalja Road, Vadodara - 390 020

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

NOTICE is hereby given that the **Thirty Fifth Annual General Meeting (AGM) of the Members of Hindustan Oil Exploration Company Limited** will be held on Monday, the 26th day of August, 2019 at 10:30 A.M. at "Tropicana Hall", Vivanta Vadodara, 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 standalone financial statements of the Company for the financial year ended March 31, 2019 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, 2019 together with the reports of the Auditors thereon;

Item No. 2 - Appointment of Mr. Ramasamy Jeevanandam as a Director liable to retire by rotation

To appoint a Director in the place of Mr. Ramasamy Jeevanandam (DIN:07046442), who retires by rotation and, being eligible, seeks re-appointment.

Explanation:

In accordance with provisions of section 152 of the Companies Act, 2013, Mr. Ramasamy Jeevanandam is liable to retire by rotation. To the extent that Mr. Ramasamy Jeevanandam is required to retire by rotation, he would be needed to be re-appointed as a director.

Hence, Board recommends the shareholders 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 Sections 152 and other applicable provisions of the Companies Act, 2013, approval of the members be and is hereby accorded to the re-appointment of Mr. Ramasamy Jeevanandam (DIN: 07046442) as a director, to the extent that he is required to retire by rotation."

SPECIAL BUSINESS

Item No. 3 - Appointment of Mr. Vivek Rae as an Independent Director

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

"Resolved that, Mr. Vivek Rae (DIN: 01866765), who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 18, 2019 and holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

Resolved further that, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Vivek Rae (DIN: 01866765), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing April 18, 2019 to April 17, 2024, be and is hereby approved."



Item No. 4 - Payment of one-time additional Performance Bonus to the Executive Directors - Mr. Elango Pandarinathan, Managing Director and Mr. Ramasamy Jeevanandam, Executive Director & CFO

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 Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto (including any statutory modifications, amendments or re-enactments thereof, for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for the payment of a one-time additional Performance Bonus to the Executive Directors - Mr. Elango Pandarinathan (DIN:06475821), Managing Director and Mr. Ramasamy Jeevanandam (DIN: 07046442), Executive Director and CFO, an amount of ₹ 1.50 Crores each, which would be paid in the Financial Year 2019-20."

Item No. 5 - 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 a **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 (the "Act") read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded for the 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 is not:

- a) holding more than 10% of the voting rights of the Company;
- b) exercising control, over the affairs of the Company, directly or indirectly;
- c) having any special rights with respect to the Company through formal or informal agreements, including through any shareholder agreements;
- d) represented on the Board of Directors (including not having a nominee director) of the Company;
- e) acting as a Key Managerial Person of the Company;
- f) a willful defaulter as per the Reserve Bank of India Guidelines; and
- g) a fugitive economic offender.

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."

Item No. 6 - Ratification of remuneration to Cost Auditor

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

"Resolved that, pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Cost Record and 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 2019-20."

By Order of the Board of Directors

Place : Chennai
Date : July 22, 2019

G Josephin Daisy
Company Secretary



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 Tuesday, August 20, 2019 to Monday, August 26, 2019 (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, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020, Gujarat. Tel: 0265-2356573 / 2356794; Fax No.: 0265-2356791; Email 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 the DP / the Registrar & Share Transfer Agent - Link Intime India Private Limited for receiving all communication including the 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 are requested to note that dividends which were not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account and the corresponding shares on which dividend remains unclaimed for seven consecutive years have been transferred to the Investor Education and Protection Fund (IEPF) as per Section 124 of the Act and the applicable rules. The same can be claimed back from IEPF by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5.
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 the 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 the 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 (India) 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 35th 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 email addresses, physical copies of the documents are being sent by the permitted mode.
21. The procedure for Members of the Company for voting electronically are as under:

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 (India) 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 35th AGM of the Company scheduled to be held on Monday, August 26, 2019.

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.

The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on Monday, August 19, 2019 (end of day). The e-voting will commence at 9.00 a.m. on Wednesday, August 21, 2019 and will end at 5.00 p.m. on Sunday, August 25, 2019.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The instructions for Members for voting electronically are as under:

- (i) The voting period begins on Wednesday, August 21, 2019 at 9:00 A.M. and ends on Sunday, August 25, 2019 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 Monday, August 19, 2019 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	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on the address sticker on the envelope of Annual Report indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <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 such 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 the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and the 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 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 use Mobile app - "m-Voting" for e-voting. m-Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m-Voting using their e-voting credentials to vote for the Company's resolution(s).

(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 emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, 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 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 email to helpdesk.evoting@cdslindia.com.

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

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

Item No. 3 - Appointment of Mr. Vivek Rae as an Independent Director

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Vivek Rae (DIN: 01866765) as an Additional Director (Non-Executive Independent) and as Chairman of the Company pursuant to Section 149 of the Act and the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulation"), not liable to retire by rotation, for a term of 5 years i.e. from April 18, 2019 to April 17, 2024, subject to the approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Vivek Rae shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director of the Company pursuant to section 161 of the Companies Act, 2013 (the "Act").

Mr. Vivek Rae has given his consent to act as an Independent Director and a declaration that he is not disqualified under Section 164 of the Act and that he meets the criteria of independence as prescribed under the Act and the Regulation. Also, in the opinion of the Board he possesses requisite qualities and fulfils the conditions under the Act and the Regulation for appointment as an Independent Director and is independent of the management of the Company.

A copy of the letter of his appointment, setting out the terms and conditions of his appointment is available for inspection without any fee by the Members at the registered office of the Company during normal business hours on working days up to the date of AGM.

Mr. Vivek Rae, a former Secretary, Ministry of Petroleum & Natural Gas, Government of India, served in the Indian Administrative Services for 36 years. During this period, he worked as Deputy Commissioner in the State of Arunachal Pradesh and Assistant Resident Representative with the United National Development Programme, New Delhi with the responsibility for Industry, Trade and Technology programmes, among various other assignments. He was the Joint Secretary in the Ministry of Finance, GOI during 2002-06 and the Chief Secretary of Andaman & Nicobar Islands during 2008-10.

Mr. Vivek Rae also served as the Director General (Acquisition) in the Ministry of Defence, GOI during 2010-12 with responsibilities for major defence deals for modernization of the armed forces. He superannuated as Petroleum Secretary to the Government of India in February 2014, during which period he also served as Chairman of the Board of Petronet LNG Ltd. and Indian Strategic Petroleum Reserves Ltd. in an ex-officio capacity.

Subsequent to his retirement, Mr. Rae served as a whole-time member of the 7th Central Pay Commission from Feb 2014 to Nov 2015 and was on the Board of Indian Oil Corporation Limited as an Independent Director during 2017-18.

Mr. Rae has been an invitee to the Prime Minister's annual consultation with global experts on Oil and Gas, convened by Niti Ayog, during 2016-18.

He is a Graduate in Economics from St. Stephen's College, University of Delhi and has a B.A. Hons./M.A. degree in Economics and Politics from New College, University of Oxford.

Further details of Mr. Vivek Rae have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Vivek Rae as an Independent Director is now being placed before the Members for their approval.

Except Mr. Vivek Rae, none of the other directors / key managerial personnel or their relatives are, in any way, concerned or interested in the 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 - Payment of one-time additional Performance Bonus to the Executive Directors - Mr. Elango Pandarinathan, Managing Director and Mr. Ramasamy Jeevanandam, Executive Director & CFO

In recognition to the exemplary leadership demonstrated by the Executive Directors - Mr. Elango Pandarinathan, Managing Director and Mr. Ramasamy Jeevanandam, Executive Director & CFO, and the two significant milestones achieved by the Company viz., commencement of commercial production from Dirok field of Assam block and successful completion of a two well re-entry and side track drilling campaign in PY-1 field during the year under review, the Board of Directors have at their meeting held on May 14, 2019, based on the recommendation of the Nomination and Remuneration Committee, approved the payment of one-time additional performance bonus of ₹ 1.50 Crores to each of the aforesaid Executive Director, which would be paid during the Financial Year 2019-20.

The total remuneration payable to Mr. P. Elango and Mr. R. Jeevanandam for the Financial Year ending 31st March 2020 (including salary, allowances, etc. and bonus as above) shall be within the limits prescribed under Schedule V of the Companies Act, 2013.

As per the provisions of Sections 196 and 197 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the aforesaid payment is required to be approved by the Members of the Company.

Mr. Elango Pandarinathan and Mr. Ramasamy Jeevanandam are interested in the resolution set out at Item No. 4 of this Notice as it relates to their remuneration. Save and except the above, none of the other directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, your Directors recommend the Ordinary Resolution as set out in Item No. 4 of this Notice in the best interests of the Company.

Item No. 5 - 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.

In light of the amendment made to Regulation 31A vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, which was notified on November 16, 2018, and taking into consideration the condition stipulated in Reg 31A(3)(a)(ii) that there shall be a time gap of at least three months and a maximum of six months between the date of Board approval and the shareholders' meeting considering the request for reclassification, the Board had at its meeting held on May 14, 2019 considered and approved to place the proposal for reclassification once again before the shareholders at the ensuing 35th Annual General Meeting of the Company.

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

Upon receipt of necessary approvals, your Company shall be considered as a 'listed entity with no promoters' pursuant to clause 7 of the amended Regulation 31A.

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. 5 of this Notice for the approval of the Members.

Item No. 6 - Ratification of remuneration to Cost Auditor

The Board on the recommendation of the Audit Committee, approved the appointment of Mr. K. Suryanarayanan, Cost Accountant in Practice, to conduct the audit of the cost records of the Company for the financial year 2019-20 at a remuneration of ₹ 2,00,000 plus applicable taxes and out of pocket expenses.

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

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. 6 of this Notice for ratification of the remuneration payable to the Cost Auditors.

By Order of the Board of Directors

Place : Chennai
Date : July 22, 2019

G Josephin Daisy
Company Secretary

Annexure A

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

Name of Director	Ramasamy Jeevanandam	Vivek Rae
DIN	07046442	01866765
Date of Birth	04/04/1958	20/02/1954
Age	61 yrs.	65 yrs.
Disclosure of inter-se relationships between directors and Key Managerial Personnel	Nil	Nil
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the Board ⁽¹⁾	Nil	Nil
Shareholding in the Company	45,27,624	Nil

Note:

- (1) Chairmanships / Memberships of Board Committees includes only Audit Committee and Stakeholders' Relationship Committee as per Regulation 26 of SEBI Listing Regulations.
- (2) Details of the aforesaid Director's remuneration and number of Board meetings attended during FY 2018-19 are provided in the Corporate Governance Report section of the Annual Report 2018-19.

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: 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 35th Annual General Meeting of the Company on Monday, the 26th day of August 2019 at 10:30 A.M. at "Tropicana Hall", Vivanta Vadodara, 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.



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Regd. Office: 'HOEC House', Tandalja Road, Vadodara - 390 020

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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: or failing him/her,

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Monday, the 26th day of August 2019 at 10:30 A.M at "Tropicana Hall", Vivanta Vadodara, 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019		
2.	Appointment of Mr. Ramasamy Jeevanandam as a Director liable to retire by rotation		
3.	Appointment of Mr. Vivek Rae as an Independent Director		
4.	Payment of one-time additional Performance Bonus to the Executive Directors - Mr. P. Elango, Managing Director and Mr. R. Jeevanandam, Executive Director & CFO		
5.	Re-classification of Burren Energy India Limited to public category		
6.	Ratification of remuneration to Cost Auditor		

Signed this day of 2019

Signature of the Shareholder(s)

Signature of the Proxyholder(s)

Affix
Revenue
Stamp
.....
Signature

Note:

- 1) **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.**
- 2) A proxy need not be a Member of the Company.
- 3) A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the 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.
- 4) 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.
- 5) Appointing a proxy does not prevent a Member from attending the meeting in person if he / she wishes.
- 6) 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.