



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@hocl.co.in
17, Jamshedji Tata Road, P. O. Box No. - 11041, Mumbai - 400 020. Tel. : 2286 3900 • Fax : 2287 2992 • e-mail : corphqo@hocl.co.in
CIN No.: L23201MH1952GOI008858

Co.Secy/VM/262/2020

November 6, 2020

BSE Limited

Corporate Relationship Department
New Trading Ring, Rotunda Building
P J Towers, Dalal Street, Fort
Mumbai - 400 001

Scrip Code: 500104

National Stock Exchange of India Limited

"Exchange Plaza", Plot No. C-1, Block G
Bandra - Kurla Complex, Bandra (East)
Mumbai - 400 051

Symbol: HINDPETRO

Dear Sir / Madam,

Subject: Submission of public announcement dated November 5, 2020 ("Public Announcement") for the buyback of equity shares of the face value of Rs.10 each ("Equity Shares") for a maximum amount of Rs.2,500 Crores (Indian Rupees Two Thousand and Five Hundred Crores Only) from the open market through stock exchange mechanism pursuant to the provisions of the SEBI (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations") and the Companies Act, 2013, as amended ("Buyback")

This is in furtherance to our letter dated November 4, 2020 informing the outcome of the Board meeting held on the same date that approved, *inter alia*, the Buyback of our Equity Shares from the open market through stock exchange mechanism.

In this connection, we are pleased to inform you that pursuant to Regulation 16(iv) of the Buyback Regulations, the Company has published the Public Announcement for the Buyback on November 6, 2020, in the newspapers mentioned below:

Name of the Newspaper	Language	Editions
Business Standard	English	All editions
Business Standard	Hindi	All editions
Navshakti	Marathi	Mumbai edition

In this regard, we would like to submit the following documents:

1. A copy of the Public Announcement that has been published in the aforesaid newspapers; and
2. A certified true copy of the resolution passed by the Board of Directors on November 4, 2020 for approving the Buyback.

We request you to take the above information on record.

Thanking You

Very truly yours,

V. Murali
Company Secretary

Encl: As Above



HINDUSTAN PETROLEUM CORPORATION LIMITED

CIN: L23201MH1952GOI008858

Registered Office: Petroleum House 17, Jamshejji Tata Road, Churchgate, Mumbai, Maharashtra – 400 020

Tel. No.: +91 22 2286 3900 | Fax No.: +91 22 2287 2992

E-mail: corphqo@hpcl.co.in | Website: www.hindustanpetroleum.com
Company Secretary and Compliance Officer: V. Murali

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF HINDUSTAN PETROLEUM CORPORATION LIMITED FOR BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES

This public announcement (the “Public Announcement”) is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of Hindustan Petroleum Corporation Limited (the “Company”) from the open market through stock exchange mechanism, pursuant to Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s) or amendment(s) from time to time) (the “Buyback Regulations”) and contains the disclosures as specified in Schedule IV to the Buyback Regulations.

PART A

Disclosures in accordance with Schedule I of the Buyback Regulations

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1. Pursuant to the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the “Share Capital Rules”) and other relevant Rules made thereunder, as amended from time to time (“Companies Act”) (including any statutory amendment(s), modification(s) or re-enactments from time to time), the provisions of the Buyback Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) (including any statutory amendment(s), modification(s) or re-enactments from time to time) and Article 25 of the Articles of Association of the Company, and subject to such other approvals, permissions, consents, exemptions, and sanctions of the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies, Maharashtra at Mumbai (the “ROC”) and / or other authorities, institutions or bodies, as may be applicable (together with SEBI and ROC, the “Appropriate Authorities”), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, exemptions and sanctions which may be agreed to by the Board of Directors of the Company (the “Board” which expression shall be deemed to include any committee constituted by the Board and / or officials, which the Board may constitute / authorise to exercise its powers, including the powers conferred by the Board resolution), the Board at its meeting held on November 4, 2020 (“Board Meeting”), approved the buyback of fully paid-up equity shares of the face value of ₹ 10 (Indian Rupees Ten Only) (“Equity Shares”) of the Company, each from its shareholders / beneficial owners (other than those who are promoters or persons in control), from the open market through stock exchange mechanism i.e., using the electronic trading facilities of the stock exchanges where the Equity Shares of the Company are listed i.e., National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) (collectively, “Stock Exchanges”), for an aggregate amount not exceeding ₹ 2,500 Crores (Indian Rupees Two Thousand Five Hundred Crores Only) (“Maximum Buyback Size”), and at a price not exceeding ₹ 250 (Indian Rupees Two Hundred Fifty Only) per Equity Share (“Maximum Buyback Price”), payable in cash (the process being referred hereinafter as “Buyback”). The Maximum Buyback Size and Maximum Buyback Price do not include any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax, goods and services tax (if any) and income tax, stamp duty, advisors fees, printing expenses, filing fees and other incidental and related expenses and charges (collectively referred to as “Transaction Costs”). The Maximum Buyback Size represents 8.71% and 8.11% of the aggregate of the total paid-up capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company as at March 31, 2020, respectively (being the latest audited standalone and consolidated financial statements of the Company, available at the Board Meeting) which is less than 10% of aggregate of the total paid-up capital and free reserves of the Company in accordance with the proviso to the Regulation 5(i)(b) of the Buyback Regulations.

1.2. At the Maximum Buyback Size and the Maximum Buyback Price, the indicative maximum number of Equity Shares bought back would be 10,00,00,000 (Ten Crores Only) Equity Shares (“Maximum Buyback Shares”), which will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company. The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up equity share capital of the Company as provided under Regulation 38 of the Listing Regulations, during the Buyback period and upon completion thereof.

1.3. The Company shall utilize at least 50% of the Maximum Buyback Size i.e., ₹ 1,250 Crores (Indian Rupees One Thousand Two Hundred and Fifty Crores Only) (“Minimum Buyback Size”) for the Buyback, and based on the Minimum Buyback Size and the Maximum Buyback Price, the Company will purchase an indicative minimum of 5,00,00,000 (Five Crores Only) Equity Shares (“Minimum Buyback Shares”). If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.

1.4. The Board or a committee thereof (constituted by the Board to exercise its powers, and / or the powers conferred by the Board resolution in relation to the Buyback), shall determine, at its discretion, the time frame for completion of the Buyback and may close the Buyback (which shall not be longer than 6 (six) months from the date of commencement of the Buyback or such other period as may be permitted under the Companies Act and / or the Buyback Regulations or as may be directed by the Appropriate Authorities (“Maximum Buyback Period”)) after the Minimum Buyback Size has been reached, and irrespective of whether the Maximum Buyback Size has or has not been reached, after giving appropriate notice for such closure and on completing all formalities in this regard, in accordance with the Companies Act and / or the Buyback Regulations.

1.5. The Buyback will be implemented by the Company out of its free reserves or such other sources as may be permitted by law and in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations, and in accordance with Regulation 4(iv)(b)(ii) of the Buyback Regulations, by way of open market purchases through the Stock Exchanges, by the order matching mechanism except ‘all or none’ order matching system, as provided under the Buyback Regulations.

1.6. A copy of this Public Announcement is available on the Company’s website (www.hindustanpetroleum.com) and is expected to be available on the website of SEBI (www.sebi.gov.in), website of NSE (www.nseindia.com) and website of BSE (www.bseindia.com) during the period of the Buyback.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

2.1. The Buyback will help the Company achieve the following objectives: (i) optimize returns to shareholders; and (ii) enhance overall shareholders’ value. The Buyback is being undertaken, *inter-alia*, for the following reasons:

- The Buyback may help in improving return on equity by reduction in the equity base, thereby leading to long term increase in shareholders’ value; and
- The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

2.2. The Buyback is not likely to cause any material impact on the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment.

2.3. The Board at its meeting held on November 4, 2020, considered the accumulated free reserves reflected in the last audited financial statements as on March 31, 2020, and considering these, the Board decided to allocate a sum of ₹ 2,500 Crores (Indian Rupees Two Thousand Five Hundred Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback.

3. BASIS FOR ARRIVING AT THE MAXIMUM BUYBACK PRICE AND OTHER DETAILS

3.1. The Maximum Buyback Price of ₹ 250 (Indian Rupees Two Hundred and Fifty Only) per Equity Share has been arrived at after considering various factors, including average of the weekly high and low of the closing price of the Equity Shares of the Company on the Stock Exchanges during the 2 (two) weeks preceding the date of the Board Meeting, the net worth of the Company and the potential impact of the Buyback on the earnings per share and other

similar ratios of the Company. The Maximum Buyback Price excludes the Transaction Costs.

3.2. The Maximum Buyback Price is at a premium of 45.52% and 45.43% over the closing prices on both BSE and NSE, respectively, on October 28, 2020 i.e., one trading day prior to the date on which the notice of the Board Meeting to consider the Buyback proposal was intimated to Stock Exchanges. The Maximum Buyback Price represents a premium of 39.82% and 39.73% compared to the average of the weekly high and low of the closing prices of the Equity Shares on BSE and NSE, respectively, during the 2 (two) weeks preceding the date of the Board Meeting.

3.3. The Buyback is proposed to be completed within the Maximum Buyback Period. Subject to the Maximum Buyback Price of ₹ 250 (Indian Rupees Two Hundred and Fifty Only) per Equity Share, the Maximum Buyback Period, and achievement of the Minimum Buyback Size, the actual time frame and the price for the Buyback will be determined by the Board of Directors or the Buyback Committee or their duly authorized representatives, at their discretion, in accordance with the Buyback Regulations.

3.4. In accordance with Section 68(2)(d) of the Companies Act and Regulation 4(ii) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company after Buyback shall not be more than twice the paid-up capital and free reserves based on both audited standalone and consolidated financial statements of the Company.

3.5. The actual number of Equity Shares bought back during the period Buyback will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.

4. DETAILS OF PROMOTERS, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS’ SHAREHOLDING AND OTHER DETAILS

4.1. The details of the aggregate shareholding of the (i) promoters; (ii) directors of the promoters (where the promoter is a company); and (iii) persons who are in control of the Company, as on the date of the Board Meeting (i.e., Wednesday, November 4, 2020) and the date of this Public Announcement is as follows:

Sr. No.	Name of Shareholder	Number of Equity Shares	% of paid-up equity share capital
1.	President of India	Nil	Nil
2.	Oil and Natural Gas Corporation Limited	77,88,45,375	51.11
	Total	77,88,45,375	51.11

4.2. Except as disclosed below, none of the directors and key managerial personnel of the Company hold any Equity Shares of the Company as on the date of the Board Meeting (i.e., November 4, 2020) and the date of this Public Announcement:

Sr. No.	Name of Shareholder	Designation	Number of Equity Shares	% of paid-up equity share capital
1.	Mukesh Kumar Surana	Chairman & Managing Director	540	Negligible
2.	Pushp Kumar Joshi	Director - Human Resources	2700	Negligible
3.	Rakesh Misri	Director - Marketing	450	Negligible
4.	V Murali	Company Secretary	3467	Negligible

4.3. No Equity Shares or other specified securities in the Company were either purchased or sold by the (i) promoters; (ii) directors of the promoters (where the promoter is a company); and (iii) persons who are in control of the Company, during a period of 6 (six) months preceding the date of the Board Meeting (i.e., November 4, 2020).

4.4. No Equity Shares or other specified securities in the Company were either purchased or sold by the key managerial personnel and directors of the Company, during a period of 6 (six) months preceding the date of the Board Meeting (i.e., November 4, 2020) and during a period of 12 (twelve) months preceding the date of this Public Announcement.

5. INTENTION OF THE PROMOTERS AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

5.1. In accordance with Regulation 16(ii) of the Buyback Regulations, since the Buyback is being implemented by way of open market purchases through the Stock Exchanges, the Buyback shall not be made by the Company from the promoters and persons in control.

5.2. Further, as per Regulation 24(i)(e) of the Buyback Regulations, neither the promoters nor their associates have dealt in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters or promoter group) from the date of the Board Meeting till the date of the Public Announcement and shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters) from the date of the Public Announcement till the completion of the Buyback.

6. NO DEFAULTS

The Company confirms that there are no defaults subsisting in repayment of deposits, interest payment thereon, redemption of debentures or preference shares, or payment of dividend to any shareholder, or repayment of term loans or interest payable thereon to any financial institution or any bank.

7. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board has confirmed in the Board Meeting that they have made a full inquiry into the affairs and prospects of the Company and that they have formed the opinion:

- that immediately following the date of the Board Meeting, there are no grounds on which the Company can be found unable to pay its debts;
- as regards the Company’s prospects for the year immediately following the date of the Board Meeting, and having regard to the Board’s intention with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which will in the Board’s view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and the Company will not be rendered insolvent within a period of one year period from the date of the Board Meeting; and
- in forming the aforesaid opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified), as the case may be.

8. REPORT BY THE COMPANY’S STATUTORY AUDITOR

The text of the report dated November 4, 2020 received from R. Devendra Kumar & Associates, Chartered Accountants (Firm’s Registration No. 114207W) and M. P. Chitale & Co., Chartered Accountants (Firm’s Registration No. 101851W), the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

Independent Auditor’s Report on the proposed buyback of equity shares pursuant to the requirements of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, as amended, 2018 To,

The Board of Directors

Hindustan Petroleum Corporation Limited

17, Jamshejji Tata Road, Mumbai - 400 020

1. This Report is issued in accordance with the terms of our engagement letter dated November 3, 2020 with Hindustan Petroleum Corporation Limited (hereinafter the “Company”).

2. The Management of the Company has prepared the accompanying **Annexure A - Statement** of permissible capital payment as on March 31, 2020 (the “Statement”) pursuant to the proposed buyback of equity shares approved by the Board of Directors of the Company in their meeting held on November 4, 2020, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013, as amended (“Companies Act”), the rules made thereunder, as amended and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “SEBI Buyback Regulations”). The Statement contains the computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i), proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended March 31, 2020. We have initialled the Statement for the identification purposes only.

Board of Directors Responsibility for the Statement

3. The preparation of the Statement in accordance with the requirements of section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant

supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., November 4, 2020 (hereinafter referred as the “date of the Board meeting”) and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditor’s Responsibility

5. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on whether:

5.1. Whether we have inquired into the state of affairs of the Company including the various legal matters considered as part of contingent liabilities;

5.2. Whether the amount of capital payment for the buyback, as stated in the Statement, is within the permissible limit and computed in accordance with the provisions of Section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i), the proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;

5.3. whether the Board of Directors of the Company, in its meeting November 4, 2020, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.

6. The audited standalone and consolidated financial statements as of and for the financial year ended March 31, 2020 were audited by us, on which we issued an unmodified audit opinion vide our report dated June 16, 2020. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the “ICAI”). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.

7. The unaudited financial information, referred to in paragraph 10.2 below, have been reviewed by us, on which we have issued unmodified conclusion vide our review report dated November 4, 2020. Our review of these financial information was conducted in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by ICAI. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial information is free of material misstatement. A review is limited primarily to inquiries of the company personnel and analytical procedures applied to the financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

8. We conducted our examination of the Statement in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes’ (“Guidance Note”), issued by ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters as mentioned in this paragraph below. The procedures selected depend on the auditor’s judgement, including the assessment of the risks associated with the matters mentioned in this paragraph 10 below. We have performed the following procedures in relation to the matters mentioned in this paragraph 10 below:

10.1. Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2020;

10.2. Performed inquiry with the management in relation to the unaudited standalone and consolidated financial results for the six months’ period April 1, 2020 to September 30, 2020 including the impact of contingent liabilities on the state of affairs as of date.

10.3. Examined authorisation for buyback from the Articles of Association of the Company, approved by Board of Directors in its meeting held on November 4, 2020;

10.4. Verified the amounts of paid up equity share capital, securities premium account, general reserve and retained earnings as at March 31, 2020 as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2020;

10.5. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2020;

10.6. Examined that all the shares for buy-back are fully paid-up;

10.7. Enquired that the Company has not availed any borrowings to discharge its obligations under the Buyback;

10.8. Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i), the proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;

10.9. Inquired if the Board of Directors of the Company, in its meeting held on November 4, 2020 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;

10.10. Examined Director’s declarations in respect of the buyback and solvency of the Company; and

10.11. Obtained necessary representations from the management of the Company.

Opinion

11. Based on inquiries conducted and our examination as above, and according to the information and explanations provided to us by the management of the Company we report that:

11.1. We have inquired into the state of affairs of the Company in relation to: (i) its latest audited standalone and consolidated financial statements for the year ended March 31, 2020; and (ii) the statement of unaudited standalone and consolidated financial results for the six months period April 1, 2020 to September 30, 2020;

11.2. The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i), the proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations, based on the audited standalone and consolidated financial statements for the year ended March 31, 2020; and

11.3. The Board of Directors, in their meeting held on November 4, 2020 have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting and we are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unreasonable in the circumstances as of the date of declaration.

Restriction on Use

This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and for onward submission to ICICI Securities Limited, Manager to the Buyback and to include this report, pursuant to the requirements of the SEBI Buyback Regulations, in the public announcement to be made to the shareholders of the Company and other documents pertaining to the Buyback to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, and (iv) the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

This report can be relied on by the merchant banker to the Buyback in relation to the Buyback.

For R. Devendra Kumar & Associates , Chartered Accountants Firm Registration Number: 114207W Neeraj Golas (Partner) Membership Number: 074392 UDIN: 20074392AAAAAX8872 Date: November 4, 2020 Place: Mumbai	For M. P. Chitale & Co. , Chartered Accountants Firm Registration Number: 101851W Anagha Thatte (Partner) Membership Number: 105525 UDIN: 20105525AAAAHO2635 Date: November 4, 2020 Place: Mumbai
--	--

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) read with proviso to Section 68(2)(b) of the Companies Act, 2013, as amended (the "Companies Act"), Regulation 4(i), the proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), based on audited standalone and consolidated financial statements as at March 31, 2020.

(Amount in ₹ Lakhs)

Particulars as on 31 March 2020	Amount extracted from the latest audited standalone financial statements as at March 31, 2020	Amount extracted from the latest audited consolidated financial statements as at March 31, 2020
A. Paid-up Equity Share Capital		
(1,52,38,22,625 equity shares of ₹ 10/- each fully paid up)	152,382	152,382
B. Free Reserves*		
Securities premium account	-	-
Surplus in statements of profit and loss (Retained Earnings)	2,539,407	2,748,523
General reserve	177,765	182,775
Total Free Reserves (B)	2,717,172	2,931,298
Total of Paid up Equity Share Capital and Free Reserves (A+B)	2,869,554	3,083,680
Maximum amount permissible for buyback under Section 68(2)(c) of the Companies Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves)	717,389	770,920
Permissible capital payment for Buy Back from open market in accordance with proviso to Regulation 4(iv) of the SEBI Buyback Regulations (15% of paid up capital and free reserves)	430,433	462,552
Permissible capital payment restricted to 10% of the total paid-up equity capital and free reserves under proviso to Section 68(2)(b) of the Companies Act and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulation	286,955	308,368

**Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.*
Note: The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2020 for buyback of equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2020. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

For and on behalf of **Hindustan Petroleum Corporation Limited**

Sd/- Mukesh Kumar Surana <i>Chairman & Managing Director</i> DIN: 07464675 Date: 04.11.2020 <u>Unquote</u>	Sd/- R Kesavan <i>Director Finance</i> DIN: 08202118 Date: 04.11.2020
---	--

PART B

Disclosures in accordance with Schedule IV of the Buyback Regulations

1. DETAILS OF SHAREHOLDER APPROVAL FOR THE BUYBACK, IF APPLICABLE

Since the Maximum Buyback Size is less than 10% of aggregate of the paid-up capital and free reserves of the Company based on both standalone and consolidated audited financial statements of the Company as on March 31, 2020, in accordance with the proviso to the Section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the Buyback Regulations, approval from the shareholders of the Company is not required.

2. MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUYBACK

- 2.1. At the Maximum Buyback Price and for Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 10,00,00,000 (Ten Crores Only) Equity Shares. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.
- 2.2. The actual number of Equity Shares bought back will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back, and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in the existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.
- 2.3. Further, the Company shall utilize at least 50% of the Maximum Buyback Size i.e., ₹ 1,250 Crores (Indian Rupees One Thousand Two Hundred and Fifty Crores Only) towards the Buyback and the Company will accordingly purchase an indicative minimum of 5,00,00,000 (Five Crores Only) Equity Shares, based on the Maximum Buyback Price. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. However, the Maximum Buyback Shares will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company.
- 2.4. The amount required by the Company for the Buyback (including the cost of financing the Buyback and the Transaction Costs) will be funded out of the internal accruals of the Company including free reserves of the Company, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations.

3. PROPOSED TIMETABLE FOR BUYBACK

Activity	Date
Date of Board resolution approving Buyback	November 4, 2020
Date of publication of the Public Announcement	November 6, 2020
Date of opening of the Buyback	November 17, 2020
Acceptance of Equity Shares accepted in dematerialised mode	Upon the relevant pay-out by the Stock Exchanges
Extinguishment of Equity Shares	The Equity Shares (in dematerialised form) will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, the circulars and guidelines framed thereunder. The Company shall ensure that all Equity Shares bought back are extinguished within 7 (seven) days of the expiry of the Buyback period.
Last date for the completion of the Buyback	Earlier of: (a) May 14, 2021 (i.e., 6 (six) months from the date of the opening of the Buyback; or (b) when the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or

Last date for the completion of the Buyback (<i>contd.</i>)	(c) at such earlier date as may be determined by the Board (including a committee thereof, constituted by the Board or persons nominated by the Board / committee to exercise its powers, and / or the powers conferred by the Board resolution in relation to the Buyback), after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), however, that all payment obligations relating to the Buyback shall be completed before the last date for the Buyback.
---	---

4. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

- 4.1 The Buyback is open to all shareholders of the Company holding Equity Shares in dematerialised form ("**Demat Shares**"). Shareholders holding Equity Shares in physical form can participate in the Buyback after such Equity Shares are dematerialized by approaching depository participant.
- 4.2 Further, as required under the Companies Act and Buyback Regulations, the Company will not Buyback Equity Shares which are partly paid-up, the Equity Shares with call-in-arrears, locked-in Equity Shares or non-transferable Equity Shares, until they become fully paid-up, or until the pendency of such lock-in, or until the time such Equity Shares become freely transferable, as applicable.
- 4.3 The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, by the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations.
- 4.4 For the implementation of the Buyback, the Company has appointed ICICI Securities Limited as the registered broker ("**Company's Broker**") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



ICICI SECURITIES LIMITED
ICICI Centre, H.T. Parekh Marg
Churchgate, Mumbai – 400 020
Tel. No.: +91 22 2288 2460
Fax No.: +91 22 2282 6580
Contact Person: Allwyn Cardoza
Website: www.icicisecurities.com
SEBI Registration No.: INZ000183631
CIN: L67120MH1995PLC086241

- 4.5 The Equity Shares are traded in dematerialised mode under the trading codes HINDPETRO at NSE and 500104 at BSE. The ISIN of the Equity Shares of the Company is INE094A01015. For detailed procedure with respect to tendering of Equity Shares, the Stock Exchanges will be issuing notice with detailed procedures. Shareholders may refer the notice to understand procedure on how to tender their Equity Shares in this Buyback.
- 4.6 The Company shall, commencing from November 17, 2020 (i.e., the date of opening of the Buyback), place "buy" orders on the Stock Exchanges on the normal trading segment to buyback the Equity Shares through the Company's Broker, in such quantity and at such price, not exceeding the Maximum Buyback Price of ₹ 250 (Indian Rupees Two Hundred and Fifty Only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buyback of Equity Shares, the identity of the Company as purchaser shall be available to the market participants of the Stock Exchanges.
- 4.7 **Procedure for Buyback of Demat Shares:** Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of the Stock Exchanges by indicating to their broker the details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for Buyback of the Equity Shares. The Company shall place a "buy" order for Buyback of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price tendered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker in accordance with the requirements of the Stock Exchanges and SEBI. Orders for Equity Shares can be placed on the trading days of the Stock Exchanges. The Company is under no obligation to place "buy" order on a daily basis. The orders for buying back the Equity Shares will be placed by the Company on normal trading segment of Stock Exchanges at least once a week.
- 4.8 It may be noted that a uniform price would not be paid to all the shareholders / beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that particular shareholder / beneficial owner was executed on the Stock Exchanges.
- 4.9 **Procedure for Buyback of Physical Shares:** As per the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press releases dated December 3, 2018, and March 27, 2019, effective from April 1, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository ("**LODR Amendment**"). In light of the LODR Amendment and SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the Company shall not accept the Equity Shares tendered under the Buyback unless such Equity Shares are in dematerialised form.
- ACCORDINGLY, ALL SHAREHOLDERS OF THE COMPANY HOLDING EQUITY SHARES IN PHYSICAL FORM AND DESIROUS OF TENDERING THEIR EQUITY SHARES IN THE BUYBACK ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED. IN CASE ANY SHAREHOLDER HAS SUBMITTED EQUITY SHARES IN PHYSICAL FORM FOR DEMATERIALIZATION, SUCH SHAREHOLDERS SHOULD ENSURE THAT THE PROCESS OF DEMATERIALIZATION IS COMPLETED WELL IN TIME SO THAT THEY CAN PARTICIPATE IN THE BUYBACK BEFORE BUYBACK CLOSING DATE.**
- 4.10 Shareholders are requested to get in touch with ICICI Securities Limited (the "**Manager to the Buyback**") or the Company's Broker or the Registrar and Share Transfer Agent of the Company to clarify any doubts in the process.
- 4.11 Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any additional Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought back, even if the Maximum Buyback Size has not been reached, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, to the extent permissible by law. The Company is under no obligation to utilize the entire amount of Maximum Buyback Size or buy Maximum Buyback Shares. However, if the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the escrow account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.
- 4.12 The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website (www.hindustanpetroleum.com) on a daily basis.
- 4.13 Eligible shareholders who intend to participate in the Buyback should consult their respective tax advisors for applicable taxes.

5. METHOD OF SETTLEMENT

- 5.1 **Settlement of Demat Shares:** The Company will pay consideration for the Buyback to the Company's Broker on or before every pay-in date for each settlement, as applicable to Stock Exchanges where the transaction is executed. The Company has opened a depository account in the name "**HPCL BUYBACK ESCROW DEMAT ACCOUNT**" ("**Buyback Demat Account**") with Ventura Securities Limited. Demat Shares bought back by the Company will be transferred into the Buyback Demat Account by the Company's Broker, on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buyback, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective depository participant ("**DP**") for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions. The beneficial owners would also be required to provide to the Company's Broker, copies of all statutory consents and approvals required to be obtained by them for the transfer of their Equity Shares to the Company as referred to in paragraph 13 of Part B.

- 5.2 **Extinguishment of Demat Shares:** The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and the bye-laws, the circulars, and guidelines framed thereunder, each as amended from time to time, in the manner specified in the Buyback Regulations and the Companies Act. The Equity Shares lying in credit in the Buyback Demat Account will be extinguished within 15 (fifteen) days of acceptance of the Demat Shares, provided that the Company undertakes to ensure that all Demat Shares bought back by the Company pursuant to the Buyback shall be extinguished within 7 (seven) days from the expiry of the Buyback period.
- 5.3 Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash through normal banking channel.

6. BRIEF INFORMATION ABOUT THE COMPANY

- 6.1 The Company was incorporated on July 5, 1952 under the Companies Act, 1913 as "*Standard Vacuum Refining Company of India Limited*". The name of the Company was then changed on March 31, 1962 to "*ESSO Standard Refining Company of India Limited*". Pursuant to the merger of ESSO Standard Refining Company of India Limited and Lude India Limited, the name of the Company was then changed to its present name "Hindustan Petroleum Corporation Limited" on July 15, 1974. The Company is engaged, primarily in the business of refining of crude oil and marketing of petroleum products. The Company has, among others, refineries at Mumbai and Vishakhapatnam, LPG bottling plants and Lube blending plants. The Company's marketing infrastructure includes vast network of installations, depots, aviation service stations, retail outlets and LPG distributors.

7. BRIEF FINANCIAL INFORMATION ABOUT THE COMPANY

- 7.1 The selected financial information of the Company on standalone basis, as extracted from the audited standalone financial statements for the last 3 (three) financial years ended as on March 31, 2020, March 31, 2019 and March 31, 2018 and unaudited limited review standalone financial statements for the six months period ended September 30, 2020, is given below:

(Amount in ₹ Crore)

Particulars	Un-audited (limited review) IND-AS	Audited (IND-AS)			
	For the six months ended September 30, 2020	For the year ended on March 31, 2020	For the year ended on March 31, 2019	For the year ended on March 31, 2018	
Revenue from Operations	1,07,710.09	2,87,416.93	2,96,946.31	2,44,085.35	
Other Income	1,379.35	1,838.17	1,675.01	1,849.46	
Total Income	1,09,089.44	2,89,255.10	2,98,621.32	2,45,934.81	
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	99,752.55	2,82,293.47	2,85,544.11	2,33,413.42	
Interest Expense	582.06	1,081.72	725.94	566.71	
Depreciation & Amortisation	1,734.42	3,304.39	3,012.61	2,752.75	
Exceptional Items	-	1,002.93	-	-	
Profit Before Tax	7,020.41	1,572.59	9,338.66	9,201.93	
Provision for Tax (including Deferred Tax)	1,729.13	1,064.67	3,310.00	2,844.86	
Profit After Tax	5,291.28	2,637.26	6,028.66	6,357.07	
Profit attributable to:					
Owner of the Company	5,291.28	2,637.26	6,028.66	6,357.07	
Non-controlling interest	-	-	-	-	
Paid-up equity share capital	1,523.82	1,523.82	1,523.82	1,523.82	
Other Equity (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	31,274.97	27,438.15	26,650.61	22,424.01	
Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	32,799.18	28,962.36	28,174.82	23,948.22	
Non-current Borrowings*	20,683.90	20,050.68	11,317.22	8,830.78	
Current Portion of Long Term Borrowings*	4,533.8	4,331.26	2,129.37	1,397.92	
Current Borrowings	6,745.05	16,145.80	13,793.11	10,762.18	
Total debt*	31,962.75	40,527.74	27,239.70	20,990.88	

* Excluding lease liability.

- 7.2 Key financial ratios on standalone basis are as under:

Key Ratios	Un-audited (limited review) (IND-AS)	(Audited) (IND-AS)			
	For the six months ended September 30, 2020	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018	
Basic Earnings per equity share (in ₹)	34.72 [#]	17.31	39.56	41.72	
Diluted Earnings per equity share (in ₹)	34.72 [#]	17.31	39.56	41.72	
Book value per equity share (in ₹)	215.24	190.06	184.90	157.16	
Debt/ Equity Ratio*	0.97	1.40	0.97	0.88	
Return on net worth excluding revaluation reserves (%)	16.13 [#]	9.11	21.4	26.55	
Total debt/ net worth*	97.44%	139.93%	96.68%	87.65%	

* Excluding lease liability.

[#] Not annualized

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per equity share (₹)	Net Profit attributable to equity shareholders/ Weighted average number of equity shares outstanding
Diluted Earnings per equity share (₹)	Net Profit attributable to equity shareholders / Weighted average number of equity shares outstanding
Book value per equity share (₹)	(Paid up equity share capital + other Equity) / Total number of Equity Shares subscribed outstanding
Total Debt-Equity Ratio	Total debt (Excluding lease liability) / Net worth
Return on net worth excluding revaluation reserves (%)	Net Profit After Tax / Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)

- 7.3 The selected financial information, as extracted from the consolidated audited financial statements of the Company for the last 3 (three) financial years ended as on March 31, 2020, March 31, 2019 and March 31, 2018 and the unaudited consolidated limited review results for the six months period ended September 30, 2020, is given below:

(Amount in ₹ Crore)

Particulars	Un-audited (limited review) (IND AS)	Audited (IND AS)			
	For the six months ended September 30, 2020	For the year ended on March 31, 2020	For the year ended on March 31, 2019	For the year ended on March 31, 2018	
Revenue from Operations	1,07,830.34	2,87,742.05	2,97,222.28	2,44,262.34	
Other Income	1,311.61	1,681.62	1,453.12	1,527.88	

Particulars	Un-audited (limited review) (IND AS)	Audited (IND AS)		
	For the six months ended September 30, 2020	For the year ended on March 31, 2020	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Total Income	1,09,141.95	2,89,423.67	2,98,675.40	2,45,790.22
Total Expense (excluding Interest, Depreciation& Amortisation, Tax and Exceptional Items)	99,811.48	2,82,537.73	2,84,765.26	2,32,227.80
Interest Expense	606.41	1,138.85	785.64	617.88
Depreciation& Amortisation	1,766.40	3,369.87	3,085.30	2,834.40
Exceptional Items	-	1,002.93	-	-
Profit Before Tax	6,957.66	1,374.29	10,039.20	10,110.14
Provision for Tax (including Deferred Tax)	1,729.18	1,264.44	3,348.57	2,891.86
Profit After Tax	5,228.48	2,638.73	6,690.63	7,218.28
Profit attributable to:				
Owner of the Company	5,228.48	2,638.73	6,690.63	7,218.28
Non-controlling interest	-	-	-	-
Paid-up equity share capital	1,523.82	1,523.82	1,523.82	1,523.82
Other Equity/ Reserves and surplus (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	33,305.92	29,456.41	28,876.45	24,008.23
Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	34,830.13	30,980.62	30,400.66	25,532.44
Non-current Borrowings*	21,273.07	20,872.90	12,127.80	9,655.94
Current Portion of Long Term Borrowings*	4,535.22	4,359.02	2,155.06	1,416.66
Current Borrowings	6,855.62	16,276.12	13,908.68	10,879.42
Total debt*	32,663.91	41,508.04	28,191.54	21,952.02

*Excluding lease liability.

7.4 Key financial ratios on consolidated basis are as under:

Key Ratios	Un-audited (limited review) (IND-AS)	Audited (IND-AS)		
	For the six months ended September 30, 2020	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Basic Earnings per equity share (in ₹)	34.31*	17.32	43.91	47.37
Diluted Earnings per equity share (in ₹)	34.31*	17.32	43.91	47.37
Book value per equity share (in ₹)	228.57	203.31	199.5	167.56
Debt / Equity Ratio*	0.94	1.34	0.93	0.86
Return on net worth excluding revaluation reserves (%)	15.01*	8.52	22.01	28.27
Total debt/ net worth*	93.78%	133.98%	92.73%	85.98%

*Excluding lease liability.
*Not annualized

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per equity share (₹)	Net Profit attributable to equity shareholders / Weighted average number of equity shares outstanding
Diluted Earnings per equity share (₹)	Net Profit attributable to equity shareholders / Weighted average number of equity shares outstanding
Book value per equity share (₹)	(Paid up equity share capital + other Equity) / Total number of Equity Shares subscribed outstanding
Debt-Equity Ratio	Total debt (Excluding lease liability) / Net worth
Return on Net Worth excluding revaluation reserves (%)	Net ProfitAfter Tax / Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)

8. DETAILS OF ESCROW ACCOUNT

- 8.1. In accordance with Regulation 20 of the Buyback Regulations and towards security for performance of its obligations under the Buyback Regulations, the Company has entered into an escrow agreement dated November 5, 2020 (“**Escrow Agreement**”) with the Manager to the Buyback and ICICI Bank Limited (“**Escrow Bank**”) pursuant to which the Company has opened an escrow account titled “**HINDUSTAN PETROLEUM CORPORATION LIMITED - BUYBACK ESCROW ACCOUNT**” (“**Escrow Account**”). The Company has authorized the Manager to the Buyback to operate the Escrow Account in compliance with the Buyback Regulations and the Escrow Agreement. The Company will deposit in the Escrow Account an amount in cash aggregating to ₹ 625 Crores (Indian Rupees Six Hundred and Twenty Five Crores Only), being 25% of the Maximum Buyback Size (“**Escrow Amount**”) in accordance with the Buyback Regulations.
- 8.2. The funds in the Escrow Account may be released for making payment to the shareholders subject to at least 2.5% of the Maximum Buyback Size remaining in the Escrow Account at all points in time.
- 8.3. The balance lying to the credit of the Escrow Account will be released to the Company on completion of all obligations in accordance with the Buyback Regulations.
- 8.4. If the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

9. LISTING DETAILS AND STOCK MARKET DATA

- 9.1. The Equity Shares of the Company are listed on BSE and NSE.
- 9.2. The high, low and average market prices of the Equity Shares for the preceding 3 (three) years and the monthly high, low and average market prices of the Equity Shares for the 6 (six) months preceding the date of this Public Announcement and their corresponding volumes on BSE and NSE are as follows:

Period	High (₹)*	Date of High	Number of Equity Shares traded on that date	Low (₹)*	Date of Low	Number of Equity Shares traded on that date	Average Price (₹)	Total volume traded in the period (Equity Shares)
Preceding 3 years								
April 1, 2019 to March 31, 2020	333.45	03-Jun-2019	5,05,091	155.00	13-Mar-2020	7,90,753	266.88	7,75,90,843
April 1, 2018 to March 31, 2019	370.00	10-Apr-2018	1,30,802	163.45	05-Oct-2018	86,51,949	263.47	13,62,36,147
April 1, 2017 to July 10, 2017*	575.30	29-May-2017	13,47,768	491.00	27-Jun-2017	1,88,365	532.28	1,65,01,166
July 11, 2017 to March 31, 2018*	493.00	01-Sep-2017	2,64,858	323.50	26-Mar-2018	2,63,478	415.61	5,96,62,050
Preceding 6 months								
October 2020	189.50	30-Oct-2020	11,61,202	163.30	15-Oct-2020	4,10,780	174.36	80,29,504
September 2020	204.60	01-Sep-2020	5,52,870	171.00	24-Sep-2020	4,68,833	191.61	73,03,059

Period	High (₹)*	Date of High	Number of Equity Shares traded on that date	Low (₹)*	Date of Low	Number of Equity Shares traded on that date	Average Price (₹)	Total volume traded in the period (Equity Shares)
Preceding 6 months								
August 2020	224.90	07-Aug-2020	9,52,998	200.50	31-Aug-2020	14,94,899	211.89	1,18,53,903
July 2020	240.70	27-Jul-2020	5,07,712	200.30	16-Jul-2020	6,81,332	219.40	1,11,77,986
June 2020	241.80	23-Jun-2020	2,55,771	192.40	02-Jun-2020	3,80,063	214.27	1,11,18,667
May 2020	220.10	05-May-2020	4,21,034	170.40	19-May-2020	5,23,089	189.88	1,11,52,367

* The high and low prices are based on closing prices during the said period.
*Arithmetic average of the closing prices of all trading days during the said period.
* Ex-date of bonus issue (1:2) on July 11, 2017
(Source: www.bseindia.com)

NSE:

Period	High (₹)*	Date of High	Number of Equity Shares traded on that date	Low (₹)*	Date of Low	Number of Equity Shares traded on that date	Average Price (₹)	Total volume traded in the period (Equity Shares)
Preceding 3 years								
April 1, 2019 to March 31, 2020	333.50	03-Jun-2019	96,79,696	150.00	13-Mar-2020	1,06,30,895	266.60	1,40,61,23,036
April 1, 2018 to March 31, 2019	370.00	10-Apr-2018	22,14,551	163.00	05-Oct-2018	8,69,01,748	263.50	1,79,35,24,217
April 1, 2017 to July 10, 2017*	574.80	29-May-2017	42,37,525	490.60	27-Jun-2017	27,86,431	532.54	17,09,42,944
July 11, 2017 to March 31, 2018*	492.80	31-Aug-2017	67,99,452	323.50	26-Mar-2018	49,99,562	415.71	79,73,44,638

Preceding 6 months								
October 2020	189.60	30-Oct-2020	2,59,83,655	162.90	15-Oct-2020	72,30,384	174.35	15,67,86,585
September 2020	204.80	01-Sep-2020	1,10,87,551	170.85	24-Sep-2020	67,02,161	191.61	15,58,61,456
August 2020	223.00	07-Aug-2020	1,87,89,292	200.50	31-Aug-2020	1,65,43,788	211.88	17,03,34,715
July 2020	240.70	27-Jul-2020	1,23,19,186	200.50	16-Jul-2020	71,95,873	219.39	18,69,85,504
June 2020	242.10	23-Jun-2020	76,66,507	192.30	02-Jun-2020	34,35,871	214.33	18,10,04,211
May 2020	220.00	05-May-2020	85,06,260	170.35	19-May-2020	82,06,844	189.90	13,41,35,421

*The high and low prices are based on closing prices during the said period.
*Arithmetic average of the closing prices of all trading days during the said period.
* Ex-date of bonus issue (1:2) on July 11, 2017.
(Source: www.nseindia.com)

- 9.3. The stock prices on the Stock Exchanges on relevant dates are:

Date	Description	BSE			NSE		
		High (₹)	Low (₹)	Closing (₹)	High (₹)	Low (₹)	Closing (₹)
Oct. 28, 2020	Day prior to notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	175.75	171.40	171.80	175.80	171.35	171.90
Oct. 29, 2020	Day on which Notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	180.75	170.40	179.60	180.75	170.50	179.60
Nov. 4, 2020	Board Meeting day	188.00	181.20	186.75	188.10	181.15	186.75
Nov. 5, 2020	First trading day post Board Meeting day	206.20	194.35	205.25	206.20	194.30	205.25

(Source: www.nseindia.com and www.bseindia.com)

10. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 10.1 The capital structure of the Company as on the date of this Public Announcement and the proposed capital structure of the Company post completion of the Buyback is set forth below:

Particulars	Pre-Buyback (As on the date of this Public Announcement) (In ₹)	Post-Buyback (Post completion of the Buyback) (In ₹)*
Authorised share capital: 2,499,250,000 Equity Shares of ₹ 10 each 75,000 Preference Shares of ₹ 100 each	2500,00,00,000	2500,00,00,000
Issued and Subscribed equity share capital*: <i>Pre-Buyback:</i> 152,45,25,375 Equity Shares of ₹ 10 each <i>Post-Buyback:</i> 142,45,25,375* Equity Shares of ₹ 10 each	1524,52,53,750	1424,52,53,750
Paid up equity share capital: <i>Pre-Buyback:</i> 152,38,22,625 Equity Shares of ₹ 10 each <i>Post-Buyback:</i> 142,38,22,625* Equity Shares of ₹ 10 each	1523,82,26,250	1423,82,26,250

*Assuming that the indicative Maximum Buyback Shares are bought back. However, the post Buyback issued, subscribed and paid-up capital will differ depending upon the actual number of Equity Shares bought back.
*Includes 7,02,750 Equity Shares forfeited.

- 10.2 As on the date of this Public Announcement, there are no Equity Shares which are partly paid-up, or with call-in-arrears and there are no outstanding instruments convertible into Equity Shares.
- 10.3 The shareholding pattern of the Company as on October 30, 2020 (“**Pre-Buyback**”) and the proposed shareholding pattern of the Company post completion of the Buyback are given below:

Shareholder	Pre-Buyback		Post Buyback*	
	No. of Equity Shares	% of Equity Shares	No. of Equity Shares	% of Equity Shares
(A) Promoter & Promoter Group	77,88,45,375	51.11	77,88,45,375	54.70
(B) Public	74,49,77,250	48.89	64,49,77,250	45.30
(C1) Shares underlying DRs	-	-	-	-
(C2) Shares held by Employee Trust	-	-	-	-
(C) Non-Promoter-Non-Public (C =C1+C2)	-	-	-	-
Grand Total (A+B+C)	152,38,22,625	100	142,38,22,625	100

*Assuming that the indicative Maximum Buyback Shares are bought back. However, the shareholding post completion of the Buyback, may differ depending upon the actual number of Equity Shares bought back in the Buyback.

- 10.4 No scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company as on the date of this Public Announcement.
11. DETAILS OF PROMOTERS, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS’ SHAREHOLDING AND OTHER DETAILS

- 11.1 For the details of the aggregate shareholding of the promoters, directors of the promoters (where the promoter is a company) and of persons who are in control of the Company as on the date of this Public Announcement, please refer to paragraph 4.1 of Part A above.

- 11.2 No Equity Shares or other specified securities in the Company were either purchased or sold by the (i) promoters; (ii) directors of the promoters (where the promoter is a company); and (iii) persons who are in control of the Company, during a period of 12 (twelve) months preceding the date of this Public Announcement.

12. MANAGEMENT DISCUSSION AND ANALYSIS ON THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY


- 12.1 The Buyback is expected to enhance overall long-term shareholders’ value for continuing shareholders, without compromising on the future growth opportunities of the Company, as well as provide an exit opportunity to the public shareholders.
- 12.2 The Buyback will be funded out of the internal accruals of the Company including free reserves of the Company, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations.
- 12.3 The Buyback will lead to reduction in existing Equity Shares and consequently, is expected to improve the earnings per Equity share and enhance return on equity, assuming that the Company would earn similar profits as in the past.
- 12.4 Pursuant to Regulation 16(ii) of the Buyback Regulations, the promoters and persons in control of the Company will not participate in the Buyback. The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.
- 12.5 Consequent to the Buyback (which excludes participation by the promoters and persons in control of the Company) and based on the number of Equity Shares bought back by the Company from the shareholders including those resident outside India, erstwhile overseas corporate bodies, foreign portfolio investors and non-resident Indian shareholders, the shareholding pattern of the Company would undergo a change; however public shareholding shall not fall below 25% of the total fully paid up equity share capital of the Company.
- 12.6 In accordance with Section 68(2)(d) of the Companies Act and Regulation 4(ii) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves post the Buyback based on both audited standalone and consolidated financial statements of the Company.
- 12.7 The Company shall not issue any Equity Shares or other securities including by way of bonus issue, till the date of expiry of the Buyback period in accordance with the applicable provisions of the Companies Act and the Buyback Regulations. The Company shall not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares. Further, unless otherwise specifically permitted by any relaxation circular issued by SEBI, in accordance with Regulation 24(ii)(f) of the Buyback Regulations, the Company shall not raise further capital for a period of 1 (one) year from the expiry of the buyback period, except in discharge of its subsisting obligations.
- 12.8 Unless otherwise determined by the Board or Buyback Committee or as may be directed by the Appropriate Authorities, the Buyback will be completed within a maximum period of 6 (six) months from the date of opening of the Buyback. In accordance with Buyback Regulations, the Company shall not withdraw the Buyback once this Public Announcement has been made.

13. STATUTORY APPROVALS

- 13.1 Pursuant to Sections 68, 69, 70, and all other applicable provisions of the Companies Act and applicable Rules thereunder and the provisions of the Buyback Regulations and Article 25 of the Articles of Association of the Company, the Company has obtained the Board approval as mentioned above.
- 13.2 The Buyback from each shareholder is subject to all statutory consents and approvals as may be required by such shareholder under applicable laws and regulations. The shareholders shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India and / or SEBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. Shareholders would be required to provide copies of all such consents and approvals obtained by them to the Company’s Broker.
- 13.3 The Buyback shall be subject to such necessary approvals as may be required, and the Buyback from erstwhile overseas corporate bodies and other applicable categories shall be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended from time to time.
- 13.4 To the best of the knowledge of the Company, no other statutory approvals are required by it for the Buyback as on the date of this Public Announcement. Subject to the obligation of the shareholders to obtain the consents and approvals necessary for transfer of their Equity Shares to the Company as set out in paragraph 13.2 of Part B above, the Company shall obtain such statutory approvals as may be required, from time to time, if any, for completion of the Company’s obligations in relation to the Buyback.

14. COLLECTION AND BIDDING CENTERS
- The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges using their nationwide trading terminals. Therefore, the requirement of having collection centres and bidding centres is not applicable.
15. COMPLIANCE OFFICER
- Investors may contact Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 9:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public holidays.

- V. Murali**
Company Secretary & Compliance Officer
Hindustan Petroleum Corporation Limited
Petroleum House 17, Jamshedji Tata Road, Churchgate, Mumbai, Maharashtra – 400020
Tel No.: (022) 22863611; **Email:**vmurali@hpcl.in
16. INVESTOR SERVICE CENTRE
- In case of any query, the shareholders may also contact Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 9:30 a.m. to 5:30 p.m. at the following address:



LINK INTIME INDIA PRIVATE LIMITED
C 101, 247 Park, L.B.S.Marg
Vikhroli (West), Mumbai – 400 083
Tel No.: 022 4918 6200; **Fax No.:** 022 4918 6060
Contact Person: Ashok Shetty, Vice President
Email: ashok.shetty@linkintime.co.in;
Website: www.linkintime.co.in
Investor Grievance E-mail: rnthelpdesk@linkintime.co.in
SEBI Registration No.: INR000004058
Validity Period: Permanent (unless suspended or cancelled by SEBI)
CIN: U67190MH1999PTC118368

17. MANAGER TO THE BUYBACK



ICICI SECURITIES LIMITED
ICICI Center, H.T. Parekh Marg, Churchgate, Mumbai 400 020, India
Tel. No.: +91 22 2288 2460; Fax No.: +91 22 2282 6580
Email: hpcl.buyback@icicisecurities.com
Website: www.icicisecurities.com
Investor grievance e-mail: customercare@icicisecurities.com
Contact persons: Sameer Purohit / Arjunn A Mehrotra
CIN: L67120MH1995PLC086241

18. DIRECTORS’ RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of
Hindustan Petroleum Corporation Limited

<i>Sd/-</i> Mukesh Kumar Surana <i>Chairman and Managing Director</i> DIN: 07464675	<i>Sd/-</i> R Kesavan <i>Director</i> DIN: 08202118	<i>Sd/-</i> V. Murali <i>Company Secretary and Compliance Officer</i> Membership No.: ACS11269
--	--	---

Date : November 5, 2020
Place : Mumbai



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

CERTIFIED TRUE COPY OF THE EXTRACTS OF THE RESOLUTIONS ADOPTED AT THE 643rd BOARD MEETING HELD ON NOVEMBER 04, 2020**

A-7: Buy back of equity shares of the Company

1. **RESOLVED THAT** pursuant to Article 25 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the "**Share Capital Rules**") and other relevant Rules made thereunder, as amended from time to time ("**Companies Act**") (including any statutory amendment(s), modification(s) or re-enactments from time to time), the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**") (including any statutory amendment(s), modification(s) or re-enactments from time to time) and subject to such other approvals, permissions, consents, exemptions and sanctions of the Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies, Maharashtra at Mumbai (the "**ROC**") and/ or other authorities, institutions or bodies, as may be applicable (together with SEBI and ROC, the "**Appropriate Authorities**"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, exemptions, and sanctions which may be agreed to by the Board of Directors of the Company (the "**Board**" which expression shall be deemed to include any committee constituted by the Board and/or officials, which the Board may constitute/ authorise to exercise its powers, including the powers conferred by this resolution), the consent of the Board be and is hereby accorded for the buyback of the fully paid-up equity shares of face value of ₹ 10/- (Indian Rupees Ten Only) each ("**Equity Shares**") by the Company from the shareholders/beneficial owners of the Company (other than those who are promoters or persons in control), at a price not exceeding ₹ 250/- (Indian Rupees Two hundred and fifty Only) per Equity Share ("**Maximum Buyback Price**") from the open market through the stock exchanges i.e., National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"), out of free reserves or such other sources as permitted by law, for an aggregate amount not exceeding ₹ 2500/- Crore (Indian Rupees **Two thousand five hundred Crore** Only) ("**Maximum Buyback Size**"), excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax, goods and services tax (if any) and income tax, stamp duty, advisors fees, printing and dispatch expenses, filing fees and other incidental and related expenses and charges ("**Transaction Costs**"), representing **8.71%** and **8.11%** of the aggregate of the total paid-up capital and free reserves of the

Company based on the audited standalone and consolidated financial statements of the Company as at March 31, 2020, respectively (being the latest audited financial statements of the Company), which is within the maximum amount allowed under the Companies Act and the Buyback Regulations, (hereinafter referred to as "**Buyback**").

2. **RESOLVED FURTHER THAT** at the Maximum Buyback Price i.e., ₹ **250/-** (Indian Rupees **Two hundred and fifty** only) per Equity Share and for the Maximum Buyback Size i.e., ₹ **2500 Crore** (Indian Rupees **Two thousand five hundred Crore** only), the indicative maximum number of Equity Shares proposed to be bought back are **10 Crore (Ten Crore** only) Equity Shares ("**Maximum Buyback Shares**").
3. **RESOLVED FURTHER THAT** unless otherwise permitted under applicable law, the Company shall utilize at least 50% of the Maximum Buyback Size ("**Minimum Buyback Size**") towards the Buyback and the Company will accordingly purchase an indicative minimum of **5 Crore (Five Crore** only) Equity Shares based on the Minimum Buyback Size and the Maximum Buyback Price ("**Minimum Buyback Shares**").
4. **RESOLVED FURTHER THAT** such Buyback be made out of the free reserves or such other sources as may be permitted by law and in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations, and that in accordance with Regulation 4(iv)(b)(ii) of the Buyback Regulations, the Buyback shall be implemented from the open market through stock exchange mechanism in such manner as may be prescribed under the Companies Act and the Buyback Regulations and on such terms and conditions as the Board or the Buyback Committee (defined below) may deem fit.
5. **RESOLVED FURTHER THAT** a committee be and is hereby constituted for the purposes of the proposed Buyback ("**Buyback Committee**"), comprising of (1) Shri R Kesavan, Director Finance (2) Shri Rajneesh Narang, Executive Director – Corporate Finance, and (3) Shri V Murali, Company Secretary, who are hereby either jointly or any two Members together, authorised to do or cause to be done all such acts, deeds, matters and things, and execute and sign all such documents and papers and provide all such information and confirmations, as may be necessary for the implementation of the Buyback, including but not limited to:
 - (a) finalizing the terms of the Buyback, including the aggregate amount to be utilized for the Buyback (subject to the Maximum Buyback Size), the price (subject to the Maximum Buyback Price) and the number of Equity Shares to be bought back within the statutory limits, schedule of activities, opening and closing date of the Buyback, time frame for completion of the Buyback, and making any amendment(s) and modification(s) to such terms as may be prescribed by the Appropriate Authorities;

- (b) opening, operating and closing of all necessary accounts including bank accounts, depository account, escrow account, fixed deposit account as per applicable law for the purpose of payment, and, authorizing persons to operate the said accounts;
- (c) entering into escrow arrangements as may be required in terms of the Buyback Regulations;
- (d) arranging for bank guarantees and/ or transfer of cash in the escrow account as may be necessary for the Buyback in accordance with applicable law;
- (e) preparing, executing, approving and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including public announcement, certificates regarding extinguishment of Equity Shares and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;
- (f) signing, executing and delivering such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, ROC, stock exchanges, depositories and/or other Appropriate Authorities;
- (g) appointment of legal advisor, depository participants and other intermediaries, agencies, advisors, independent chartered accountant, advertising agencies, consultants or representatives and to decide and settle the remuneration for all such intermediaries/ agencies/ persons, statutory auditor's certification fees, payment to Registrars including payment of commission, brokerage, fee, charges etc and enter into agreements/ letters in respect thereof;
- (h) making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
- (i) creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- (j) taking all actions for obtaining all necessary certificates and reports from statutory auditors and other third parties (including the lender) as required under applicable law or contractually;
- (k) proposing and accepting any change(s) or modification(s) in the Buyback mechanism and the documents connected with the Buyback including declaring a

reduction of the Buyback offer period, as may be deemed fit and necessary in compliance with applicable law;

- (l) taking all actions for extinguishment of Equity Shares bought back by the Company pursuant to the Buyback;
 - (m) settling and resolving any queries or difficulties raised by SEBI, stock exchanges, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback;
 - (n) any other action as may be necessary which are incidental and connected with the completion of the Buyback; and
 - (o) delegation of all or any of the authorities conferred above to any executive, officer and/or representative of the Company, in order to give effect to the Buyback.
6. **RESOLVED FURTHER THAT** the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members and the Buyback Committee may approve the above by passing appropriate resolutions (including by way of circular resolution) in connection with the above.
7. **RESOLVED FURTHER THAT** the following signatories be and are hereby either jointly or any two signatories together, authorised by the Board for (i) execution of the escrow agreement to be entered into between the Company, ICICI Securities Limited and ICICI Bank Limited ("**Escrow Agreement**"); (ii) opening of an escrow account in the name and style of "**HINDUSTAN PETROLEUM CORPORATION LIMITED - BUYBACK ESCROW ACCOUNT**" to secure performance of the Company's obligations as may be specified under the Buyback Regulations and on such terms and conditions set out in the Escrow Agreement (such account hereinafter referred to as the "**Escrow Account**"); (iii) depositing an amount of ₹ 625/- Crore (Indian Rupees Six hundred and twenty five Crore only), being 25% of the Maximum Buyback Size approved by the Board, in the Escrow Account, through cash; and (iv) issuance of instructions for operation of the Escrow Account and signing / executing / submitting all the necessary papers, letter, agreements, documents, writings, submissions etc. to be submitted by the Company in connection with the opening, day-to-day business transactions, operations, closure and correspondence of its account:
- (a) Shri Rajneesh Narang, Executive Director – Corporate Finance &
 - (b) Ms. Sujata Londhe, CGM Treasury &
 - (c) Shri Lokesh Chhabra, GM - Treasury
8. **RESOLVED FURTHER THAT** a certified true copy of this board resolution be and is hereby given to ICICI Bank Limited for opening the Escrow Account.

9. **RESOLVED FURTHER THAT** ICICI Securities Limited (hereinafter referred to as "**Manager to the Buyback**") be and is hereby appointed as the manager to the Buyback, to inter alia carry out the activities as manager to the buyback under the Buyback Regulations, on terms and conditions as may be mutually decided.
10. **RESOLVED FURTHER THAT** ICICI Bank Limited is hereby authorised to act upon the written instructions issued by ICICI Securities Limited, being the manager to the buyback, in relation to the setting up and operation of the Escrow Account including, without limitation, to make appropriations and/or payments from the amounts lying to the credit of the Escrow Account and release of escrow amount from the Escrow Account, in accordance with the provisions of the Buyback Regulations and the Escrow Agreement.
11. **RESOLVED FURTHER THAT** in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the Escrow Account in full or part may be forfeited and utilized in accordance with the Buyback Regulations, subject to maximum of 2.5% of the amount earmarked for the Buyback.
12. **RESOLVED FURTHER THAT** ICICI Securities Limited, be and is hereby appointed as the registered broker to the Company ("**Broker**") to execute the trades for the Buyback on the floors of BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and the Company shall open a trading account in the name of "**HPCL BUYBACK TRADING ACCOUNT**" with the Broker in relation to the proposed Buyback.
13. **RESOLVED FURTHER THAT** the Company shall open a Demat Corporate Beneficiary/ Clearing Member Account with Ventura Securities, having its registered office at B Wing, 8th Floor, Lodha-I, Think Techno, Campus, Opposite Pokhran No.2, Thane(West) – 400607 in the name of "**HPCL BUYBACK ESCROW DEMAT ACCOUNT**" ("**Demat Account**") and the Equity Shares which will be bought back would be transferred into the Demat Account by the Broker on receipt of Equity Shares from the clearing and settlement mechanism of the stock exchanges. Shri S Balachandar, CGM – Corporate Accounts and Shri V. Murali, Company Secretary, be jointly authorised to do all such acts, deeds and things including signing on behalf of the Company, all documents and forms relating to "**HPCL BUYBACK ESCROW DEMAT ACCOUNT**" (in relation to debit or credit or otherwise) in such forms as may be required by Ventura Securities and further any instructions, indemnities and counter indemnities which may be required by Ventura Securities from the Company in connection with the "**HPCL BUYBACK ESCROW DEMAT ACCOUNT**". The above be communicated to Ventura Securities and remain in force until notice in writing for termination / closure be given to Ventura Securities.

- 14. RESOLVED FURTHER THAT** ICICI Securities Limited, be and is hereby authorized to honor instructions, written or electronic, given on behalf of the Company received from the below mentioned authorized officials of the Company, who are either jointly or any two officials together of the Company, authorized to purchase the Equity Shares or otherwise deal on behalf of the Company.

Name	Designation
Shri S Balachandar	CGM – Corporate Accounts,
Shri Amol Taori	GM –Finance, C&B Funds
Shri Lokesh Chhabra	GM –Treasury

- 15. RESOLVED FURTHER THAT** in terms of Regulation 24(iii) of the Buyback Regulations, Link Intime India Private Limited, the Registrar and Transfer Agent of the Company be and is hereby appointed as the investor services centre for the purpose of the Buyback.
- 16. RESOLVED FURTHER THAT** in terms of Regulation 24(iii) of the Buyback Regulations, Shri V Murali, Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback.
- 17. RESOLVED FURTHER THAT** the Buyback shall close as the Board or the Buyback Committee may deem fit, but which shall not be longer than six months from the date of opening of the Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as may be directed by the Appropriate Authorities.
- 18. RESOLVED FURTHER THAT** after the Company has deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), and the Board or the Buyback Committee, in its absolute discretion, may close the Buyback by giving appropriate notice for such closure and on completing all formalities in this regard, in accordance with the Companies Act and/or Buyback Regulations.
- 19. RESOLVED FURTHER THAT** the Buyback shall be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.
- 20. RESOLVED FURTHER THAT** Company has complied and shall continue to comply with Section 70 of the Companies Act, wherein:
- (a) it shall not directly or indirectly purchase its own shares:
 - i) through any subsidiary company including its own subsidiary companies; or
 - ii) through any investment company or group of investment companies;
 - (b) there are no defaults (either subsisting or in the past) in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of debentures or preference shares or payment of dividend due to any

shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company; and

- (c) the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act.

21. RESOLVED FURTHER THAT confirmation is hereby made by the Board that:

- (a) all Equity Shares of the Company for the Buyback are fully paid up;
- (b) the Company shall not issue any shares or other securities from the date of this resolution including by way of bonus issue, till the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the Buyback Regulations;
- (c) Unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, as per provisions of Regulation 24(1)(f) of Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of its subsisting obligations;
- (d) as per provisions of Section 68(8) of the Companies Act, the Company shall not make further issue of the same kind of shares or other specified securities within a period of six months after the completion of the Buyback except by way of a bonus issue or in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- (e) the Company shall not Buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchange or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (f) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("**Scheme**") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (g) the Maximum Buyback Size of ₹ 2500/- Crore (Indian Rupees Two thousand five hundred Crore Only), does not exceed 10% of the total paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2020 and hence is in compliance with the requirements under Regulation 4(iv) of the Buyback Regulations;

- (h) in accordance with Section 68(2) of the Companies Act and Regulation 5(i)(b), the Maximum Buyback Size does not exceed 10% of the total paid-up capital and free reserves of the Company based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2020;
- (i) the indicative Maximum Equity Shares proposed to be bought back at the Maximum Buyback Size and Maximum Buyback Price under the Buyback i.e. 10 Crore Shares (Ten Crore Shares only), does not exceed 25% of the total number of outstanding Equity Shares of the Company. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the number of Equity Shares to be bought back will not exceed 25% of the total number of outstanding Equity Shares of the Company;
- (j) the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financials of the Company as on March 31, 2020;
- (k) the Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the Buyback Regulations;
- (l) the Company will not withdraw the Buyback after the public announcement of the Buyback is made and published in the newspapers;
- (m) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback, on the terms and conditions as may be decided by the Board and in such manner as prescribed under the Companies Act, the Buyback Regulations and any other applicable laws;
- (n) the Company will not Buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the time such Equity Shares become transferable, as applicable;
- (o) the Company shall not accept the Equity Shares tendered under the Buyback unless such Equity Shares are in dematerialised form;
- (p) the Buyback shall not result in the delisting of the Equity Shares from the stock exchanges;

- (q) the consideration for the Equity Shares bought back by the Company shall be paid only by way of cash;
- (r) the Company shall submit the information regarding the Equity Shares bought back by it to the BSE and NSE on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website on a daily basis;
- (s) the Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;
- (t) there are no defaults (either in the past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- (u) the Company shall neither used the funds borrowed from banks and financial institutions nor avail any borrowings from banks and financial institutions for the purpose of the Buyback;
- (v) the Buyback will be implemented by the Company by way of open market purchases through the BSE and NSE, through the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations; and
- (w) as per Regulation 16(ii) of the Buyback Regulations, the Buyback of Equity Shares shall not be made from promoters or persons in control of the Company. Further, as per Regulation 24(i)(e) of the Buyback Regulations, neither the promoters nor their associates shall deal in the Equity Shares or other specific securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters) from the date of passing of this Board meeting resolution till the completion of the Buyback.

22. RESOLVED FURTHER THAT as required under the provisions of section 68(6) of the Companies Act, the draft declaration of solvency along with an affidavit as placed on the table be and is hereby approved for filing with the ROC and SEBI and that Shri Mukesh Kumar Surana, Chairman & Managing Director, and Shri R Kesavan, Director - Finance of the Company be and are hereby, jointly authorized to sign the same on behalf of the Board.

- 23. RESOLVED FURTHER THAT** the Board hereby confirms that the Board has made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Company, the Board has formed an opinion that:
- (a) immediately following the date of this Board meeting, there will be no grounds on which the Company could be found unable to pay its debts;
 - (b) as regards the Company's prospects for the year immediately following the date of this Board meeting approving the Buyback, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board meeting; and
 - (c) in forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code 2016 (to the extent notified), as the case may be.
- 24. RESOLVED FURTHER THAT** the Buyback from shareholders/ beneficial owners who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and such shareholders shall be responsible for obtaining such approvals, if applicable.
- 25. RESOLVED FURTHER THAT** the Board hereby takes on record the report dated November 4, 2020 issued by M/s. M P Chitale and Company and M/s. R Devendra Kumar and Associates, the statutory auditors of the Company, as required under the Buyback Regulations.
- 26. RESOLVED FURTHER THAT** assuming the consummation of the proposed Buyback, it would not result in any change in control or management of the Company.
- 27. RESOLVED FURTHER THAT** the Company Secretary be and is hereby authorised to (i) maintain a register of Equity Shares bought back wherein details of Equity Shares bought back be entered including consideration paid for the Equity Shares bought back, date of extinguishing of Equity Shares and such other particulars as may be prescribed in relation to the Buyback, and (ii) authenticate the entries made in the said register.
- 28. RESOLVED FURTHER THAT** the particulars of the Equity Shares extinguished shall be furnished by the Company to NSE and BSE within seven days of such extinguishment and the dematerialized Equity Shares shall be extinguished in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants)

Regulations, 2018, as amended and the bye-laws framed thereunder, each as amended, and that Shri V Murali, Company Secretary, be and is hereby authorized to do all such acts as may be required for this purpose.

- 29. RESOLVED FURTHER THAT** Shri R Kesavan, Director -Finance and Shri V Murali, Company Secretary, for the time being, be and are hereby severally authorized to file necessary e-forms with the ROC and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions.
- 30. RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, Shri Rajneesh Narang, Executive Director – Corporate Finance and Shri V. Murali, Company Secretary, be and is hereby jointly authorized to sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, ROC, stock exchanges, depositories and/or other Appropriate Authorities and to exercise such powers, and to do all such acts, deeds, things and matters as may be required or considered necessary, or incidental thereto and to settle any question(s) or difficulty or doubt(s) that may arise in connection therewith in the manner it may deem fit and appropriate.
- 31. RESOLVED FURTHER THAT** nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buy back any Equity Shares, or impair any power of the Company or the Board, or the Buyback Committee to terminate any process in relation to such Buyback, if and as permitted by law.
- 32. RESOLVED FURTHER THAT** if necessary, the Common Seal of the Company be affixed on any of the relevant documents in the presence of any one director or the Company Secretary of the Company, who shall sign the document in token thereof.
- 33. RESOLVED FURTHER THAT** a copy of this resolution duly certified to be true by any of the Director(s) or Company Secretary or any other person as may be authorized by the Board be issued as may be necessary.

Place : Mumbai
Date : November 06, 2020

Certified True Copy



V Murali
Company Secretary

**

The Minutes in respect of this item covering also the above Resolutions will be placed for the confirmation of the Board at the next Meeting.