

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of Hindustan Oil Exploration Company Limited will be held on Wednesday, the 26th day of September 2012 at 10:30 a.m. at The Gateway Hotel Vadodara, Akota Gardens, Akota, Vadodara-390 020 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at March 31, 2012, Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, together with Notes, Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. R. Vasudevan, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Paolo Carmosino, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Sergio Adriano Laura, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint M/s. S. R. Batliboi & Associates, Chartered Accountants, as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors of the Company to fix Auditors' remuneration and out-of-pocket expenses, either by itself or by authorizing the Managing Directors in this regard.

SPECIAL BUSINESS:

6. Appointment of Mr. V. Srinivasa Rangan as Director.
To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. V. Srinivasa Rangan who was appointed an Additional Director by the Board of Directors with effect from January 23, 2012 pursuant to Section 260 of the Companies Act, 1956 and Article 111 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

By Order of the Board of Directors

Place : Chennai

Minesh Bhatt

Date : August 21, 2012

Assistant Company Secretary

Registered Office:

'HOEC House', Tandalja Road
Vadodara-390 020.

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN TWENTY-FOUR HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on its behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2012 to September 26, 2012 (both days inclusive).
5. Members/Beneficial Owners are requested to quote their Ledger Folio No./DP & Client ID Nos., as the case may be, in all correspondence with the Company. Members are also requested to quote their e-mail address, telephone, mobile and fax numbers for prompt reply to their communication.
6. Members holding shares in physical form are requested to promptly inform the Company/Registrar and Share Transfer Agent regarding change in their address, pin code, bank account details, nomination, power of attorney and email address etc., if any.
7. Beneficial Owners of share in demat form are requested to send their instructions regarding change of address, pin code, bank account details, nomination, power of attorney and email address, etc., directly to their DP as the same is maintained by the DPs.
8. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Secretarial Department in advance, so that the information required by the members can be made available at the Meeting.
9. The Company's equity shares are under compulsory demat trading by all investors. Members are requested to convert their shares from physical form to dematerialised form, if not already done, so as to avoid inconvenience in future.

10. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their e-mail addresses and changes therein, from time to time, with the respective Depository Participants (DP) where the shares are held in dematerialised form. Shareholders holding shares in physical form can send their e-mail address for registration to the Company's Registrar and Share Transfer Agent (RTA) M/s. Link Intime India Pvt. Ltd., (Unit: Hindustan Oil Exploration Company Limited) B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank Limited, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat, (India) quoting Ledger Folio Number.
11. Members who have not encashed their dividend warrants for the financial years 2004-2005, 2005-2006, 2007-2008 and 2010-2011 are requested to write to the Company, mentioning the relevant folio number(s) or DP & Client ID number(s) for issuance of new payment instrument against the unencashed dividend warrant(s).

Further, the Members who have not encashed their Rights Issue Application Money Refund Orders are requested to write to the Company, mentioning the relevant folio number(s) or DP & Client ID number(s) for issuance of new payment instrument against the unencashed Rights Issue application money refund orders.

Members are also hereby informed that Dividend Warrants and Rights Issue Application Money Refund Orders which remain unclaimed/un-encashed over a period of 7 years from the date they became due for payment have to be transferred by the Company to Investor Education and Protection Fund (IEPF) constituted by the Central Government under Section 205C of the Companies Act, 1956. Further, under the provisions of Section 205B of the Companies Act, 1956, no claim shall be tenable for the unclaimed Dividend Warrants and Rights Issue Application Money Refund Orders amounts transferred to IEPF.

Information in respect of such unclaimed dividend amounts due for transfer to IEPF is given below:

Financial Year ended	Date of Declaration of dividend	Date of transfer to Unpaid Dividend Account	Due date for transfer to IEPF
31-Mar-05	22-Sep-05	22-Oct-05	22-Oct-12
31-Mar-06	28-Sep-06	28-Oct-06	28-Oct-13
31-Mar-08	30-Sep-08	30-Oct-08	30-Oct-15
31-Mar-11	12-Aug-10	12-Sep-10	12-Sep-17

Information in respect of such unclaimed Rights Issues Application Money Refund Orders amounts due for transfer to IEPF is given below:

Particulars	Date of Refund Order	Date of transfer to Unpaid Rights Issues Application Money Refund Account	Due date for transfer to IEPF
Rights Issue 2006	31-Oct-06	30-Nov-06	31-Oct-13
Rights Issue 2007	28-Jan-08	28-Feb-08	28-Jan-15

12. M/s. Link Intime India Private Limited (formerly Intime Spectrum Registry Limited), the Company's Registrar and Share Transfer Agent (RTA), has an office at B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank Limited, Near Radhakrishna Char Rasta, Akota, Vadodara-390020, Telephone: 0265 – 2356573, 2356794 Fax No. 0265 – 2356791, Email ID: vadodara@linkintime.co.in and the Company's share transfer and other related activities are being carried out at this office. Further, documents would also be accepted at their Mumbai office as well as the Company's Vadodara and Chennai offices.
13. The Securities & Exchange Board of India (SEBI) vide its circulars Nos. MRD/DoP/Cir-05/2007 dated April 27, 2007 and CIR/MRD/DP/22/2010 dated July 29, 2010 respectively made submission/verification of Permanent Account Number (PAN) mandatory in all the transactions. Further in order to ensure better compliance with the Know Your Client (KYC) norms, SEBI has decided that with effect from August 16, 2010 such PAN noncompliant demat accounts shall be "suspended for credit" other than the credits arising out of automatic corporate actions. It is clarified that other credits including credits from IPO/FPO/Rights issue, off-market transactions or any secondary market transactions shall not be allowed into such accounts. Therefore the Members are advised to submit their PAN to their Depository Participant (DP) in order to avoid suspension of their demat accounts and other related inconvenience.
14. Information as required under Clause 49 of the Listing Agreement in respect of Directors being appointed/re-appointed:

Mr. R. Vasudevan

Non-Executive Chairman/Independent Director

Mr. R. Vasudevan, 75 years, holds B.A. (Hons.) (Economics) degree from the University of Madras, M.A. (Economic Statistics) degree from the University of Delhi, and M.P.A. (Development Economics) from Harvard University, Boston, U.S.A.

He has held various senior level positions in the ministries of the Government of India including the Prime Minister's Office, Ministry of Steel and Ministry of Petroleum and Natural Gas. He retired as Secretary to the Government of India, Ministry of Power. He was a founder director of Small Industries Development Bank of India.

Mr. R. Vasudevan is on the Board of the following Companies:

Name of the Company	Position	Name of Committee & Position
Haldia Petrochemicals Limited	Director	Compensation Committee : Member
Cosmo Films Limited	Director	Audit Committee : Member Shareholder & Investor Grievance Committee : Member
Balrampur Chini Mills Limited	Director	Audit Committee : Member
Purearth Infrastructure Limited	Whole-time Director	Audit Committee : Member

Mr. R. Vasudevan holds 9,274 equity shares of the Company following the exercise of stock options as per the terms of ESOS Scheme of the Company.

Mr. Paolo Carmosino

Non-Executive Director

Mr. Paolo Carmosino, 58 years, holds a degree in law from the University "La Sapienza" of Rome and pursued a career within the Eni Group spanning 34 years in finance and planning control areas. He is Eni's Senior Vice President for Finance.

Mr. Paolo Carmosino is on the Board of the following Companies which are registered outside India:

Name of the Company	Position	Name of Committee & Position
Eni Finance International	Chairman	—
Banque Eni SA	Director	Audit Committee : Chairman
Eni AdFin (formerly Sofid SpA)	Director	—

Mr. Paolo Carmosino does not hold any shares in the Company.

Mr. Sergio Adriano Laura

Managing Director

Mr. Sergio A. Laura, 54 years, has a degree in Geological Sciences from the University of Genoa. He joined Eni in 1984 and after gaining experience in various disciplines of geology for hydrocarbon exploration, he has held various senior managerial positions while working with Eni Exploration & Production in several countries: Italy, UK, China, Egypt, Indonesia and India.

Mr. Sergio Adriano Laura is on the Board of the following Companies which are registered outside India:

Name of the Company	Position	Name of Committee & Position
Eni India Limited	Managing Director	—
Burren Energy India Limited	Director	—
Burren Shakti Limited	Director	—

Mr. Sergio Adriano Laura does not hold any shares in the Company.

Mr. V. Srinivasa Rangan

Non-Executive Non-Independent Director

Mr. V. Srinivasa Rangan, 52 years, holds a Bachelor's degree in Commerce and is an associate member of the Institute of Chartered Accountants of India (ICAI) and Institute of Cost and Works Accountants of India.

Mr. Rangan was conferred the "Best CFO in the Financial Sector for 2010" by ICAI for exceptional performance and achievements.

Mr. V. Srinivasa Rangan is on the Board of the following Companies:

Name of the Company	Position	Name of Committee & Position
Housing Development Finance Corporation Limited	Executive Director	Shareholder & Investor Grievance Committee : Member
HDFC Developers Limited	Director	—
HDFC Holdings Limited	Director	—
HDFC Investments Limited	Director	Audit Committee : Member
HDFC Property Ventures Limited	Director	—
HDFC Trustee Company Limited	Director	Audit Committee : Member
HDFC Venture Capital Limited	Director	—
Atul Limited	Director	Audit Committee : Member
Cholamandalam Investment and Finance Company Limited	Director	Audit Committee : Member
IPFOnline Limited	Director	Audit Committee : Member
TVS Credit Services Limited	Director	Audit Committee : Member
HDFC Education & Development Services Private Limited	Director	—
Credila Financial Services Private Limited	Director	—
IVF Advisors Private Limited	Director	—
Ruralshores Business Services Private Limited	Director	—

Mr. V. Srinivasa Rangan does not hold any shares in the Company.



ANNEXURE TO THE NOTICE

Explanatory Statement under Section 173(2) of the Companies Act, 1956 for Item No. 6 of the Notice:

Mr. V. Srinivasa Rangan, was appointed as an Additional Director of the Company on January 23, 2012 and shall hold his office as director till the conclusion of the 28th Annual General Meeting of the Company. Company has received a notice under Section 257 from a member of the Company proposing his candidature for the office of the Director.

Mr. Rangan being eligible, offers himself for re-appointment as a Director of the Company. You are therefore requested to kindly give your consent.

None of the Directors, except Mr. Rangan is directly or indirectly interested in the resolution.

By Order of the Board of Directors

Place : Chennai
Date : August 21, 2012

Minesh Bhatt
Assistant Company Secretary

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

28th Annual Report 2011-2012



Hindustan Oil Exploration Company Limited

28th Annual General Meeting

Date : September 26, 2012

Day : Wednesday

Time : 10:30 A.M.

Place : “Tropicana Hall”

The Gateway Hotel Vadodara

Akota Gardens, Akota

Vadodara-390 020, Gujarat (India)

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Disclaimer Note:

Certain sections of this Annual Report, in particular the Management Discussion and Analysis, and Operational Highlights may contain forward-looking statements concerning the financial condition and results of operations of HOEC. Forward-looking statements are statements of future expectations that are based on management's current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. No assurances can be given as to future results, levels of activity and achievements and actual results, levels of activity and achievements may differ materially from those expressed or implied by any forward-looking statements contained in this report. HOEC does not undertake any obligation to publicly update or revise any forward-looking statement as a result of new information, future events or other information.

Company Information

Registered Office	<p>'HOEC House', Tandalja Road Vadodara – 390 020, Gujarat (India) E-mail: contact@hoec.com Website: www.hoec.com</p>
Chennai Office	<p>'Lakshmi Chambers' 192, St. Mary's Road, Alwarpet Chennai – 600 018, Tamil Nadu (India)</p>
Secretarial Department	<p>Mr. Minesh Bhatt Assistant Company Secretary Hindustan Oil Exploration Company Limited 'Lakshmi Chambers', 192, St. Mary's Road, Alwarpet Chennai – 600 018, Tamil Nadu (India) Tel: +91-(044) 66229000, Extn.: 103 Fax: +91-(044) 66229011/12 E-mail: hoecshare@hoec.com</p>

Auditors	S.R. Batliboi & Associates Chartered Accountants
Audit Partner	Mr. Subramanian Suresh
Internal Auditors	Protiviti India
Cost Auditor	Mr. K. Suryanarayanan
Bankers	<ul style="list-style-type: none"> ✦ Axis Bank ✦ HDFC Bank ✦ IDBI Bank ✦ State Bank of India
Lenders	<ul style="list-style-type: none"> ✦ Axis Bank ✦ ENI Finance International S.A., Belgium (earlier known as ENI Coordination Center S.A., Belgium) ✦ HDFC Bank ✦ IDBI Bank
Advocates & Solicitors	Amarchand & Mangaldas & Suresh A. Shroff & Co.
Registrars & Share Transfer Agent	<p>Link Intime India Pvt. Limited (Unit: Hindustan Oil Exploration Company Limited) B-102 & 103, Shangrila Complex, First Floor Opp. HDFC Bank, Near Radhakrishna Char Rasta Akota, Vadodara – 390 020, Gujarat (India) E-Mail: vadodara@linkintime.co.in</p>
Credit Rating Agency	ICRA

Board of Directors

Mr. R. Vasudevan

Non-Executive Independent Director/Chairman



Mr. R. Vasudevan, 75 years, holds B.A. (Hons.) (Economics) degree from the University of Madras, M.A. (Economic Statistics) degree from the University of Delhi and M.P.A. (Development Economics) from Harvard University, Boston, U.S.A.

He has held various senior level positions in the ministries of the Government of India including the Prime Minister's Office, Ministry of Steel and Ministry of Petroleum and Natural Gas. He retired as Secretary to the Government of India, Ministry of Power. He was a founder director of Small Industries Development Bank of India.

Mr. Sunil Behari Mathur

Non-Executive Independent Director



Mr. Sunil Behari Mathur, 68 years, is a Chartered Accountant. He has more than 45 years of experience in the fields of insurance and housing finance. He was the Chairman of Life Insurance Corporation of India. He has been sponsored by United States

Agency for International Development ("USAID") for a training program on housing finance at the Wharton Business School of the University of Pennsylvania.

He also holds trusteeships, advisory/administrative roles on various Government bodies, authorities and corporations. He is presently the ex-officio Secretary General of Life Insurance Council and Director of General Insurance Corporation of India.

Mr. Paolo Carmosino

Non-Executive Director



Mr. Paolo Carmosino, 58 years, holds a degree in law from the University "La Sapienza" of Rome and pursued a career within the Eni Group spanning 34 years in finance and planning control areas. He is Eni's Senior Vice President for Finance, Chairman

of eni finance international (efi) and Banque Eni SA and he is also a Director of EniADFin (formerly Sofid SpA).

Mr. Luigi Ciarrocchi

Non-Executive Director



Mr. Luigi Ciarrocchi, 51 years, holds a degree in Petroleum Engineering from the Politecnico di Turin and has pursued an international career, spanning 25 years in hydrocarbon E&P sector, in Europe, Africa and Middle East countries. He has

held important managerial positions in ENI, including District Manager in Italy, Managing Director of Agip in Croatia and Managing Director of Eni Pakistan. He is currently Chairman of Burren Shakti Limited, Burren Energy plc., Eni China B.V., Eni South China Sea Limited, Sarl, Eni Australia B.V., Eni Australia Limited, Eni Bulungan B.V., Eni Muara Bakau and others.

Mr. Marcello Simoncelli

Non-Executive Director



Mr. Marcello Simoncelli, 57 years, has a Liceo Scientifico Statale Cavour & Graduate degree in Geology cum Laude from Roma, Italy. He has more than 31 years of technical, operational and managerial experience in E&P industry. Presently he is

the Regional Liaison Manager for India and Pakistan at Eni. In past, he has held several assignments within Eni like Chief Geophysicist and later Exploration Manager for Agip China BV-Beijing, Exploration Manager-Domestic Exploration for Eni E&P Milan and Director of Exploration with Eni Oil do Brasil.

Mr. V. Srinivasa Rangan

Non-Executive Non-Independent Director



Mr. V. Srinivasa Rangan, 52 years, holds a Bachelor's degree in Commerce and is an associate member of the Institute of Chartered Accountants of India (ICAI) and Institute of Cost and Works Accountants of India.

Mr. Rangan is an Executive Director of Housing Development Finance Corporation Limited (HDFC) besides being on the Board of other companies.

Mr. Rangan was conferred the "Best CFO in the Financial Sector for 2010" by ICAI for exceptional performance and achievements.

Mr. Sergio Adriano Laura

Managing Director



Mr. Sergio A. Laura, 54 years, has a degree in Geological Sciences from the University of Genoa. He joined Eni in 1984 and after gaining experience in various disciplines of geology for hydrocarbon exploration, he has held various senior

managerial positions while working with Eni Exploration & Production in several countries: Italy, UK, China, Egypt, Indonesia and India. Currently, he is also the Managing Director of Eni India Limited and Director of Burren Shakti Limited and Burren Energy India Limited.

Mr. Mukesh Butani

Non-Executive Independent Director



Mr. Mukesh Butani, 48 years, is a Lawyer and Chartered Accountant. He is a member of ICC, Paris Taxation Commission and served as Chairman of the Tax & Tariff Committee of the American Chamber of Commerce.

He is a member of OECD's Business restructuring advisory group. Mr. Butani is the founder partner of BMR Legal, Advocates & Solicitors. He leads the tax practice with specialization in International Tax and Transfer Pricing matters. He was leader of the oil and gas Industry practice at Andersen, a member of the core industry team at Ernst & Young and has deep experience in working with companies across the industry value chain from upstream companies to organizations engaged in mid-stream and downstream activities.

Mr. Manish Maheshwari

Managing Director



Mr. Manish Maheshwari, 44 years, holds Bachelor (Hons.) degree in Chemical Engineering and Masters in Business Administration from Strathclyde University, U.K. and received Danida Fellowship. He has diversified business experience of more than 24 years.

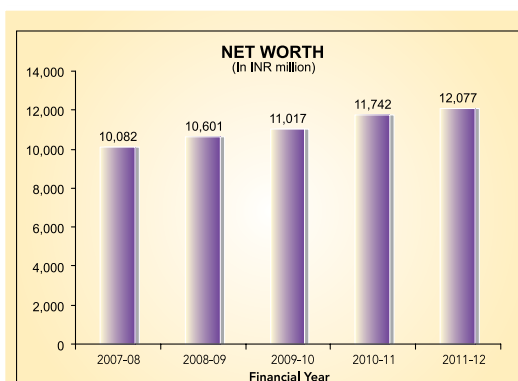
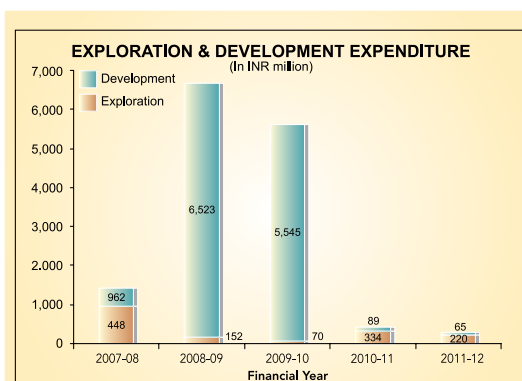
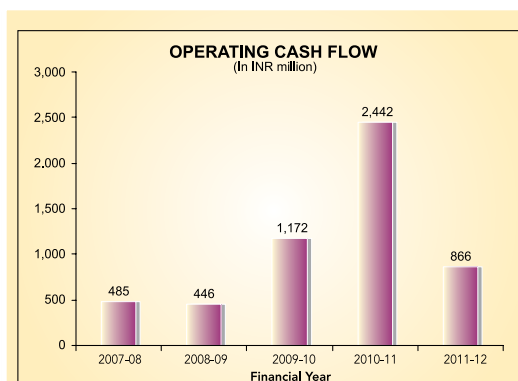
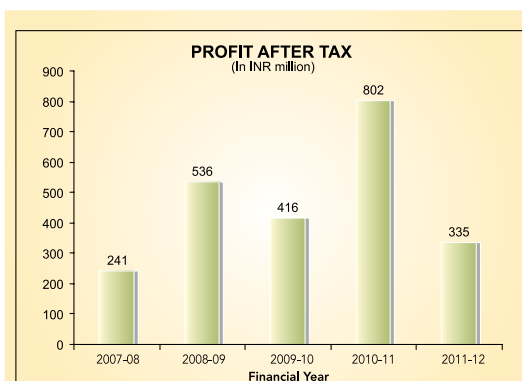
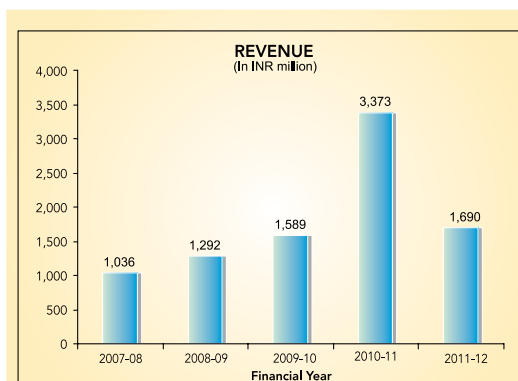
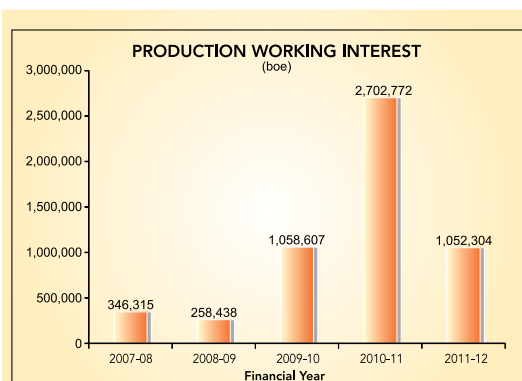
Prior to his appointment as the Managing Director of the Company, he held the office of the Chief Financial Officer of the Company.

Mr. Manish Maheshwari is also the Chairman of HOEC Bardahl India Limited, the wholly owned subsidiary of the Company.

Highlights of FY 2011-2012

FINANCIAL HIGHLIGHTS*

- † Average Production** 2,875 boepd (FY 2010-2011: 7,405 boepd)
- † Revenue of INR 1,690 million (FY 2010-2011: INR 3,373 million)
- † Profit After Tax of INR 335 million (FY 2010-2011: INR 802 million)
- † Operating Cash Flow*** of INR 866 million (FY 2010-2011: INR 2,442 million)



* Figures have been regrouped / reclassified in accordance with the Revised Schedule VI (of the Companies Act, 1956) requirements.

** Average Production is on working interest basis.

*** Operating Cash Flow is before Working Capital Changes and Taxes.

All figures have been rounded off.

Operational Highlights At A Glance

HOEC's oil and gas assets consist of operated & non-operated acreages in Cauvery, Cambay, Assam-Arakan and Rajasthan basins in India

