



प्राइज़ पेट्रोलियम कम्पनी लिमिटेड

(हिन्दुस्तान पेट्रोलियम कॉर्पोरेशन लिमिटेड के पूर्ण स्वामित्व वाली सहायक कम्पनी)

PRIZE PETROLEUM COMPANY LIMITED

(A Wholly Owned Subsidiary Company of Hindustan Petroleum Corporation Limited)

Corporate Identity No. : U74899DL1998GOI096845



निगमित कार्यालय : तीसरी मंजिल, यूको बैंक बिल्डिंग, संसद मार्ग, नई दिल्ली-110001. फोन : +91-11-2331 2996 फैक्स : +91-11-2373 7898
Corporate Office : 3rd Floor, UCO Bank Building, Sansad Marg, New Delhi-110001. Tel : +91-11-2331 2996 Fax : +91-11-2373 7898

NOTICE

Notice is hereby given that the 22nd ANNUAL GENERAL MEETING of the members of PRIZE PETROLEUM COMPANY LIMITED will be held though Video Conferencing ("VC") Other Audio Visual Means ("OAVM") is given through the webex link below on 15th September 2020 at 2.30 p.m. to transact the following business

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on March 31, 2020, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.

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

"RESOLVED THAT Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on March 31, 2020 together with the Boards' Report, the Report of Auditors' thereon, and Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013 as circulated to the shareholders and laid before the meeting be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. V. S. Shenoy (DIN-07632981), who retires by rotation and being eligible, offers himself for reappointment:

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

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Shri V.S. Shenoy (DIN-07632981), who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To fix and/or to determine the payment of remuneration of the Statutory Auditors of the Company as appointed by the Comptroller and Auditor general of India for auditing the accounts of the Company for the financial year 2020-21:

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

"RESOLVED THAT pursuant to provisions of section 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Board of Directors of the Company be and are hereby authorised to fix remuneration and other terms and conditions including reimbursement of out of pocket expense in connection with Statutory Audit Work of the Statutory Auditor as appointed by Comptroller &

Auditor General of India for Statutory Audit of the Accounts of the Company for the Financial year 2020-21.”

Special Business

4. Appointment of Shri. R. Kesavan (DIN 08202118) as Director of the Company:

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

“**RESOLVED THAT** in accordance with the provisions of Section 160 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, Shri. R. Kesavan, who was appointed as an Additional Director with effect from 27.09.2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 129 of the Articles of Association of the Company and who holds office under the said Articles up to the date of this Annual General Meeting and who is eligible for re-appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Kindly make it convenient to attend the meeting.

By Order of the Board of Directors,



Asheesh Garg
Company Secretary
ACS-016029

Date: 15th September, 2020

Regd. Off: Jeevan Bharti Building,
11th Floor, Tower 1, 124,
Connaught Place, Indira Chowk,
New Delhi - 110 001

NOTES:

- 1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5th May 2020 read with circulars dated 8th April 2020 and 13th April 2020 (collectively referred to as 'MCA Circulars') permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'AGM'.
- 2) The deemed venue for the AGM shall be the Jeevan Bharti Building, 11th Floor, Tower 1, 124, Connaught Place, Indra Chowk, New Delhi -110001. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
- 3) Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 4) Corporate shareholders are required to send a scanned copy (pdf/jpg format) of its Board resolution/authorisation, etc. authorising their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the Company Secretary's e-mail: asheeshgarg@hpcl.in.
- 5) The Company has been maintaining, inter alia, the following statutory registers.
 - i. Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii. Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

6) The Members are requested to follow the below instructions:-

a) Participation:

- i. Pursuant to the aforementioned general circular, the physical presence of the Members has been dispensed with and therefore the appointment of Proxy(ies) is not permitted. However, in pursuance of section 112 and 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose voting through remote e-voting or for participation and voting in the meeting. The Corporate Shareholders proposing to participate at the meeting through their representative, forward the necessary authorization under Section 113 of the Act for such representation to the Company through e-mail to asheeshgarg@hpcl.in before the commencement of the meeting.
- ii. The Members are requested to use the following link/Dial-in details to join the

meeting:

- iii. For ease of participation of the Members, during the meeting, members may post questions through typing in the "comment box" in the above link/Dial-in. The Members may also, before the meeting, submit the questions through e-mail to asheeshgarg@hpcl.in.
- iv. On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join, using above the Dial-in details from 2:00 P.M. to 2:30 P. M. and post that no person shall be able to join the meeting.
- v. In case any member requires assistance for using the aforementioned Link/Dial-in before or during the meeting, you may call the Helpline No.8005495046.
- vi. In order to ensure the smooth participation, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting are requested to ensure that the device used for attending the meeting through video conferencing has strong internet signal/ network.

b) Voting

- i. In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
- ii. On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id: asheeshgarg@hpcl.in stating their assent/ dissent. For convenience during voting, the Members are requested to use the following box and state the symbol or mention the no. of shares held by them in assent/ dissent box.

Example 1: Using Symbol ('√')

Item no. of agenda	Assent	Dissent
To appoint a Director in place of Shri Vinod S Shenoy (DIN-07632981), who retires by rotation and being eligible, offers himself for reappointment.	√	

Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent
To appoint a Director in place of Shri Vinod S Shenoy (DIN-07632981), who retires by rotation and being eligible, offers himself for reappointment.	100	

c) Other instructions/ information:

- i. **Members are requested to address all communications through their registered e-mail id only.**

- ii. The recorded transcript shall be available on the website: www.prizepetroleum.com post the conclusion of the meeting i.e. from 15th September 2020.
 - iii. Annual report and notice for the meeting is also available on the website of the Company.
 - iv. The meeting is proposed to be held at a shorter notice and therefore as per the provisions of Section 101 of the Companies Act, 2013 and rules made thereunder, it requires the consent for shorter notice from majority in number of members entitled to vote and who represent not less than ninety-five per- cent of such part of the paid-up share capital of the Company. Members are requested to provide their consent for short notice by sending the signed copy of the draft format attached herewith or through e-mail confirmation.
 - v. In case of any doubts or clarification, the members are requested to contact Company Secretary through e-mail: asheeshgarg@hpcl.in.
 - vi. The documents related to matters set out in the notice can be requested via email by writing to the Company Secretary at asheeshgarg@hpcl.in on all working days up to and including the date of this Annual General Meeting of the Company.
- 7) The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is annexed hereto and forms part of the Notice.
- 8) Members are requested to promptly notify any change in their postal address/ E-mail address to the Registered Office of the Company.
- 9) At the ensuing Annual General Meeting, Mr. Vinod Kumar Shenoy (DIN: 07632981) Director, retire by rotation and being eligible, offer himself for re-appointment.

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEMS NOS.4 OF THE NOTICE.

Item No. 4

Mr. R Kesavan (DIN 08202118) was appointed as an additional Director w.e.f. 27th September, 2019 in accordance with the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013 the above Director holds office up to the date of the ensuing Annual General Meeting. In this regard, the Company has received request in writing from a member of the company along with requisite deposit proposing Mr. R Kesavan's candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. R Kesavan on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

Relevant documents in respect of the said item are open for inspection at the Registered Office of the Company on all working days during 2.30 P.M. to 4.00 P.M. up to the date of meeting.

None of the Directors/KMP of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.4 of the Notice.

The Board recommends the ordinary resolution set out at in item no.4 of the notice for approval of shareholders.

By Order of the Board of Directors,



Asheesh Garg
Company Secretary
ACS-016029

Date: 15th September, 2020

Regd. Off: Jeevan Bharti Building,
11th Floor, Tower 1, 124,
Connaught Place, Indira Chowk,
New Delhi - 110 001

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter Notice
[Pursuant to Section 10 (1)]

To,
The Board of Directors,
Prize Petroleum Company Limited
Jeevan Bharti Building,
11th Floor, Tower 1, 124,
Connaught Place,
Indira Chowk,
New Delhi-110 001

I,, Son of, holding Equity Shares in the Company as a nominee shareholder of Hindustan Petroleum Corporation Limited, do hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the 22nd Annual General Meeting on Tuesday, 15th September 2020, at 2:30 P.M. at shorter notice.

Signature _____

Name :

Date :