

इंडियन ऑयल कॉर्पोरेशन लिमिटेड

रजिस्टर्ड ऑफिस : 'इंडियनऑयल भवन',
जी - ९, अली यावर जंग मार्ग, बांद्रा (पूर्व), मुंबई - ४०० ०५९.

Indian Oil Corporation Limited



IndianOil
A Maharatna
Company

CIN-L23201MH1959GOI011388

Regd. Office : 'IndianOil Bhavan',

G-9, Ali Yavar Jung Marg, Bandra (East), Mumbai - 400 051.

Tel. : 022-26447616 • Fax : 022-26447961

Email id : investors@indianoil.in • Website : www.iocl.com

Secretarial Department

No.Sec/Listing

2nd August 2017

Manager (Listing),
National Stock Exchange of India,
Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra(E),
Mumbai-400 051.

The Corporate Relationship Department,
BSE Ltd.,
1st Floor, New Trading Ring,
Rotunda Building,
P.J.Towers, Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub : **Notice of 58th AGM and intimation of remote e-voting facility as well as closure of register of members**

It is hereby notified that the 58th Annual General Meeting (AGM) of Indian Oil Corporation Limited is scheduled on Tuesday, 29th August 2017 at 10:30 a.m., at Rangsharda Auditorium, K. C. Marg, Bandra Reclamation, Bandra (West), Mumbai - 400050. Copy of notice convening the AGM is attached herewith.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are mentioned in the said notice.

Further, as per Section 91 of the Companies Act 2013 & rules notified thereunder and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby notified that, Register of Members and Share Transfer Books of Indian Oil Corporation Limited will remain closed from Tuesday, the 22nd August 2017 to Tuesday, the 29th August 2017 (both days inclusive) for the purpose of taking on record the eligible members for payment of final dividend of Rs.1/- per share (i.e.@ 10 % on the paid up equity share capital) for the financial year 2016-17.

Final Dividend, if approved at the Annual General Meeting, will be paid to those eligible members whose names appear in the Register of Members and as per Beneficial Owners' position of NSDL /CDSL as at the close of 21st August 2017.

Thanking you,

Yours faithfully,

For Indian Oil Corporation Limited

(Raju Ranganathan)
Company Secretary

INDIAN OIL CORPORATION LIMITED

[CIN – L23201MH1959GOI011388]

Regd. Office: 'IndianOil Bhavan', G-9, Ali Yavar Jung Marg, Bandra (E), Mumbai - 400051

Tel: 022-26447616, Fax: 022-26447961, Email Id: investors@indianoil.in, Website: www.iocl.com

NOTICE

NOTICE is hereby given that the 58th Annual General Meeting of the members of INDIAN OIL CORPORATION LIMITED will be held at Rangsharda Auditorium, K. C. Marg, Bandra Reclamation, Bandra (West), Mumbai - 400050 on Tuesday, the 29th August, 2017 at 1030 hrs. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Standalone as well as Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 together with Reports of the Directors and the Auditors thereon.
2. To declare the Final Dividend of ₹ 1/- per equity share for the year 2016-17 and to confirm the Interim Dividend of ₹ 18/- per equity share paid during the year 2016-17.
3. To appoint a Director in place of Shri Verghese Cherian (DIN: 07001243), who retires by rotation and is eligible for reappointment.
4. To appoint a Director in place of Shri Anish Aggarwal (DIN: 06993471), who retires by rotation and is eligible for reappointment.

SPECIAL BUSINESS

5. To appoint Dr. S.S.V. Ramakumar (DIN: 07626484) as Director (Research & Development) of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and 161(1) of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and the Articles of Association of the Company, Dr. S.S.V. Ramakumar (DIN: 07626484), who was appointed as an Additional Director and designated as Director (Research & Development) by the Board of Directors with effect from 01.02.2017 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director (Research & Development) of the Company, liable to retire by rotation."

6. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2018.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the aggregate remuneration of ₹ 18.50 lakhs plus applicable taxes and out of pocket expenses payable to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the various units of the Company for the financial year ending March 31, 2018, be and is hereby ratified."



7. To approve issuance of Debentures on private placement basis.

To consider and if thought fit to pass, with or without modifications, the following resolutions as **Special Resolutions**:

"RESOLVED THAT pursuant to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) as well as rules prescribed thereunder, approval of the members be and is hereby accorded to the Board of Directors to issue secured / unsecured redeemable non-convertible bonds / debentures ("Bonds") of face value aggregating upto ₹ 20,000 crores (from domestic as well as overseas market) on private placement basis during a period of one year from the date of approval by members within the overall borrowing limits approved by members."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Committee of the Board or officers authorized by them in this regard be and are hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of Bonds including but not limited to number of issues / tranches, face value, issue price, issue size, timing, amount, tenor, method of issuance, security, coupon / interest rate(s), yield, listing, allotment, appointment of various agencies and other terms and conditions of issue of Bonds as they may, in their absolute discretion, deem necessary."

Registered Office:

IndianOil Bhavan,
G-9, Ali Yavar Jung Marg,
Bandra (East),
Mumbai - 400 051

Date: 21.07.2017

**By Order of the Board of Directors
For Indian Oil Corporation Limited**

**(Raju Ranganathan)
Company Secretary**

NOTES

- (a) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself. Such a proxy need not be a member of the company. Proxies, in order to be valid and effective, must be delivered at the registered office of the Company as per attached format, duly filled, stamped & signed not later than 48 hours before the commencement of the meeting.

As per the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

- (b) A statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- (c) Members / Proxies / Authorised Representatives are requested to bring the attendance slip duly filled and signed along with copy of Annual Report to the meeting.
- (d) The Annual Report duly circulated to the members of the Company, is also available on the Company's website at www.iocl.com.
- (e) Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days i.e. Monday to Friday, between 10:30 a.m. and 12:30 p.m. upto the date of the Annual General Meeting.
- (f) The Register of members and Share Transfer Books of the Company will remain closed from Tuesday, 22nd August, 2017 to Tuesday, 29th August, 2017 (both days inclusive) for the purpose of ascertaining the eligibility of members for payment of final dividend. The final dividend payable on Equity Shares, if approved by the members, will be paid to those members whose names appear on the Company's Register of members and as per beneficial owner's position received from NSDL & CDSL as at the close of working hours on 21st August, 2017.
- (g) Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent (RTA), M/s Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032. Tel. Nos.: (040) 67162222 ; Fax No.: (040) 23001153 ; E-mail Address : einward.ris@karvy.com ;
- (h) Reserve Bank of India has initiated NECS (National Electronic Clearing System) facility for credit of dividend directly to the bank account of the members. Hence, members are requested to register their Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR code & 11 digit IFSC code), in respect of shares held in dematerialized form with their respective Depository Participant i.e. the agency where the demat account has been opened and in respect of shares held in physical form with the RTA at the address given at (g) above or at the registered office of the Company.
- (i) Members may send their requests for change / updation of Address, Bank A/c details, ECS mandate, Email address, Nominations:
- For shares held in dematerialised form - to their respective Depository Participant
 - For shares held in physical form - to the RTA at the address given at (g) above or at the registered office of the Company.
- (j) Non-Resident Indian members are requested to inform the RTA at the address given at (g) above immediately about :
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- (k) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market failing which the demat account / folio no. would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA at the address given at (g) above.
- (l) Pursuant to the provisions of section 124 of the Companies Act, 2013, the Company has transferred all unpaid dividend declared upto the financial year 2008-09 to Investor Education & Protection Fund (IEPF) established by the Central Government. The dividend which remains unpaid or unclaimed for a period of 7 years would be transferred to the IEPF on respective due dates. Accordingly, upon completion of 7 years, the Company would transfer the unclaimed / unpaid dividend for the financial year 2009-10 in November, 2017. The members, who have not encashed their dividend warrant so far, for the financial years 2009-10 to 2016-17 (interim dividend) may write to the RTA at the address given at (g) above or at the registered office of the Company for claiming the unpaid dividend.

Section 124(6) of the Companies Act, 2013 read with rules made there under provide that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund. Accordingly, the company would initiate steps for transfer of such shares to IEPF.

Further, Section 125 of the Companies Act, 2013 provides that a shareholder whose dividend amount / shares have been transferred to the IEPF shall be entitled to claim refund therefrom.

- (m) Pursuant to Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Annual Report of the Company has been sent through email to those members whose email ID is registered with the Company / Depository. In case any member wants a physical copy of the Annual Report, he may send a request to the Company Secretary at the Registered office of the Company or to the RTA at the address given in point no. (g) above. Those members who have not registered their email ID are requested to write to the RTA / their Depository Participant for registering the same.
- (n) In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing the facility to its members to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice.

The cut-off date to be eligible to vote by electronic means is Tuesday, 22nd August 2017.

(o) Facility for E-Voting

(1) Details of the process and manner of e-voting along with the User ID and Password are being sent to the members along with the notice:

- by email to those members whose email ID is registered with the Company / Depository Participant.
- by post to those members whose email ID is not registered with the Company / Depository Participant.

(2) The instructions and other information relating to e-voting are as under:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - For first time users:
 - Enter the login credentials i.e. User ID and Password mentioned in the notice.
 - After entering these details appropriately, Click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password with a password of your choice that meets the criteria stated on the webpage.
 - You need to login again with the new password.
 - For existing users already registered with Karvy for e-voting: Please use your existing User ID and password for logging in.

It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- ii. On successful login, the system will prompt you to select the "EVEN" i.e. **Indian Oil Corporation Limited**.
- iii. On the voting page, enter the number of shares (which represents the number of votes as on the Cut Off date) under "FOR / AGAINST" / ABSTAIN or alternatively, you may partially enter any number of votes in "FOR" and partially in "AGAINST" such that the total number of votes cast "FOR / AGAINST" taken together should not exceed your total shareholding.
- iv. Voting has to be done for each item of the Notice separately. In case you do not cast your vote on any specific item it will be treated as abstain.
- v. Members holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
- vi. You may then cast your vote by selecting an appropriate option and click on "Submit".
- vii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).

- viii. Corporate / Institutional members are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., to the Scrutinizer at email ID: ioclevoting2017@dholakia-associates.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "IOCL 58 AGM".
- (3) The e-voting would commence on Thursday, August 24, 2017 at 9:30 A.M. (IST) and end on Monday, August 28, 2017 at 05.00 P.M. (IST). During this period, the eligible members of the Company may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter.
- (4) Facility for voting would also be made available at the AGM venue. Members who cast their votes electronically should not vote at the AGM. However, in case a member votes electronically as well as at the AGM, the vote cast at the AGM will be ignored.
- (5) In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>.
- (6) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date.
- (7) The Company has appointed Shri Nrupang Dholakia of M/s. Dholakia & Associates LLP, a practicing Company Secretary, as Scrutinizer and in his absence Shri B. V. Dholakia of M/s. Dholakia & Associates LLP to scrutinize the e-voting and poll process in a fair and transparent manner.
- (8) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and submit not later than two days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company or such other officer authorized by the Chairman.
- (9) The Results on resolutions shall be declared within two days of the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- (10) The results of voting along with the Scrutinizer's Report(s) thereon would be available on the website of the Company (www.iocl.com) and on Service Provider's website (<https://evoting.karvy.com>) immediately after the declaration of the results and would also be communicated simultaneously to the BSE Limited and the National Stock Exchange of India Limited.

A BRIEF RESUME OF DIRECTOR BEING REAPPOINTED IS GIVEN BELOW:-

Item No. 3 - To appoint a Director in place of Shri Verghese Cherian (DIN: 07001243), who retires by rotation and is eligible for reappointment.

Shri Verghese Cherian, Director (Human Resource), aged 59 years, was inducted on the Board on 06.01.2015. He is a post graduate in Social Work (MSW) and has more than 34 years of rich and comprehensive experience in Human Resources discipline in various positions at Refinery Units, Refinery Headquarters and R&D Centre of IndianOil. He has also headed 'IndianOil Institute of Petroleum Management', an apex training centre of IndianOil.

Details of Directorships in Other Companies (excluding Foreign Companies)	NIL
Membership / Chairmanship in the Committees of other Companies	NIL
No. of Shares held in the Company as on date	6286
Relationship between Directors inter-se	None

Item No. 4 - To appoint a Director in place of Shri Anish Aggarwal (DIN: 06993471), who retires by rotation and is eligible for reappointment.

Shri Anish Aggarwal, Director (Pipelines), aged 59 years, was inducted on the Board on 01.02.2015. Shri Aggarwal is an Electronics & Electrical Communication Engineering Graduate from Punjab Engineering College, Chandigarh. He also completed an Executive MBA from Management Development Institute, Gurgaon. He joined IndianOil in the year 1979 and has over 3 decades of experience of working in Hydrocarbon industry. Shri Aggarwal has worked in various functions of Pipelines Division like Operations, Maintenance, Technical Services and Projects. He has hands-on experience on various facets of hydrocarbon pipeline systems.

Details of Directorships in Other Companies (excluding Foreign Companies)	1
Membership / Chairmanship in the Committees of other Companies	NIL
No. of Shares held in the Company as on date	6086
Relationship between Directors inter-se	None



IndianOil

STATEMENT SETTING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5 - To appoint Dr. S.S.V. Ramakumar (DIN: 07626484) as Director (Research & Development) of the Company.

Dr. S. S. V. Ramakumar, aged 54 years, was appointed as an Additional Director with effect from 01.02.2017 by the Board of Directors and designated as Director (Research & Development), pursuant to Article 94(I) of the Articles of Association of the Company and Section 161(1) of the Companies Act, 2013 and holds office up to the date of this Annual General Meeting.

Dr. S. S. V. Ramakumar is Ph.D in Chemistry from the University of Roorkee (currently IIT Roorkee). He joined IndianOil R&D Centre in 1988 and has over 28 years of experience in research and development and downstream hydrocarbon sector notably in the areas of Refinery process research streams, Automotive Lubricants, Nano-technology Research, Technology promotion & forecasting, Tribology etc. He has authored IndianOil R&D journey book 'Inventing the Future' and has over 95 research publications in national and international journals.

Details of Directorships in Other Companies (excluding Foreign Companies)	NIL
Membership/Chairmanship in the Committees of other Companies	NIL
No. of Shares held in the Company as on date	4400
Relationship between Directors inter-se	None

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member signifying his intention to propose the name of Dr. S. S. V. Ramakumar as a candidate for the office of Director.

Dr. S. S. V. Ramakumar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. None of the Directors / Key Managerial Personnel of the Company except Dr. S. S. V. Ramakumar is interested or concerned in the resolution.

The Directors, therefore, recommend the Ordinary Resolution for approval by members.

Item No. 6 - To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2018.

The Board, on the recommendation of the Audit Committee, has approved the appointment of the following Cost Auditors at an aggregate remuneration of ₹ 18.50 Lakhs plus applicable taxes and out of pocket expenses to conduct the audit of the cost records of the various units of the Company for the financial year ending March 31, 2018:

Sl. No.	Name of the Cost Auditor	Audit Fees (₹)
1	Chandra Wadhwa & Co., New Delhi	3,75,000
2	Bandyopadhyaya Bhaumik & Co., Kolkata	3,25,000
3	Mani & Co., Kolkata	3,50,000
4	R. J. Goel & Co., New Delhi	3,50,000
5	ABK & Associates, Mumbai	3,00,000
6	P. Raju Iyer, M. Pandurangan & Associates, Chennai	1,50,000
	TOTAL	18,50,000

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought by passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018. None of the Directors / Key Managerial Personnel of the Company is interested or concerned in the resolution.

The Directors, therefore, recommend the Ordinary Resolution for approval by members.

Item No. 7 - To approve issuance of Debentures on private placement basis.

Section 42 of the Companies Act, 2013 and Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules 2014 provide that a company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of the company by a Special Resolution for each of the offers or invitations. However debentures can be issued on private placement basis with the approval of the members obtained once in a year for all the offers or invitation for such debentures during the year.

IndianOil has been raising money by issue of Bonds in the nature of Debentures from domestic as well as overseas markets from time to time to meet its capital expenditure as well as working capital requirements. Hence approval of members through Special Resolution is being sought in line with the provisions of the Companies Act 2013 to enable the company to issue Bonds in the nature of Debentures upto ₹ 20,000 Crore (from domestic as well as overseas market) in aggregate, through private placement of bonds as it may deem necessary during the period of one year from the date of approval by members within the overall borrowing limit of ₹ 1,10,000 Crore approved earlier by members.

None of the Directors / Key Managerial Personnel of the Company is interested or concerned in the said resolutions.

The Directors, therefore, recommend the Special Resolutions for approval by the members.

Registered Office:
IndianOil Bhavan,
G-9, Ali Yavar Jung Marg,
Bandra (East),
Mumbai - 400 051

Date: 21.07.2017

By Order of the Board of Directors
For Indian Oil Corporation Limited


(Raju Ranganathan)
Company Secretary



IndianOil

Important Communication to Members

Pursuant to Section 101 and 136 of the Companies Act 2013 read with companies (Management and Administration) Rules 2014 and Regulation 36 of SEBI(LODR). Annual Report has been sent through e-mail to those members whose e-mail id is registered with the Company/Depository. In case any member wants a physical copy of the Annual Report he may write to Company Secretary/RTA.

MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ADDRESS ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS EITHER WITH DEPOSITORIES OR WITH THE COMPANY IN THE FORMAT GIVEN BELOW.

FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS / NOTICES BY ELECTRONIC MODE

To,
Karvy Computershare Private Limited
Unit: Indian Oil Corporation Limited
Karvy Selenium Tower B,
Plot 31-32, Gachibowli Financial District,
Nanakramguda, Hyderabad - 500032

I agree to receive all documents / notices including the Annual Report from the Company in electronic mode. Please register my email address given below in your records for sending communication through email.

Name of Sole / First Holder : _____
DP ID / Client ID / Regd. Folio No. : _____
PAN No. : _____
E-mail Address : _____

(Signature of Member)

Date :

Place :

INDIAN OIL CORPORATION LIMITED

[CIN – L23201MH1959GOI011388]

Regd. Office: 'IndianOil Bhavan', G-9, Ali Yavar Jung Marg, Bandra (E), Mumbai - 400051
 Tel: 022-26447616, Fax: 022-26447961, Email Id: investors@indianoil.in, Website: www.iocl.com

ATTENDANCE SLIP

DP ID. *	CLIENT ID *	FOLIO NO.	NO. OF SHARE(S)

* Applicable for members who are holding shares in dematerialized form.

I/We hereby record my / our presence at the 58th Annual General Meeting of the Company, being held on Tuesday, 29th August 2017 at 10:30 a.m. at Rangsharda Auditorium, K. C. Marg, Bandra Reclamation, Bandra (West), Mumbai - 400050.

Name of the Member

Signature of the Member

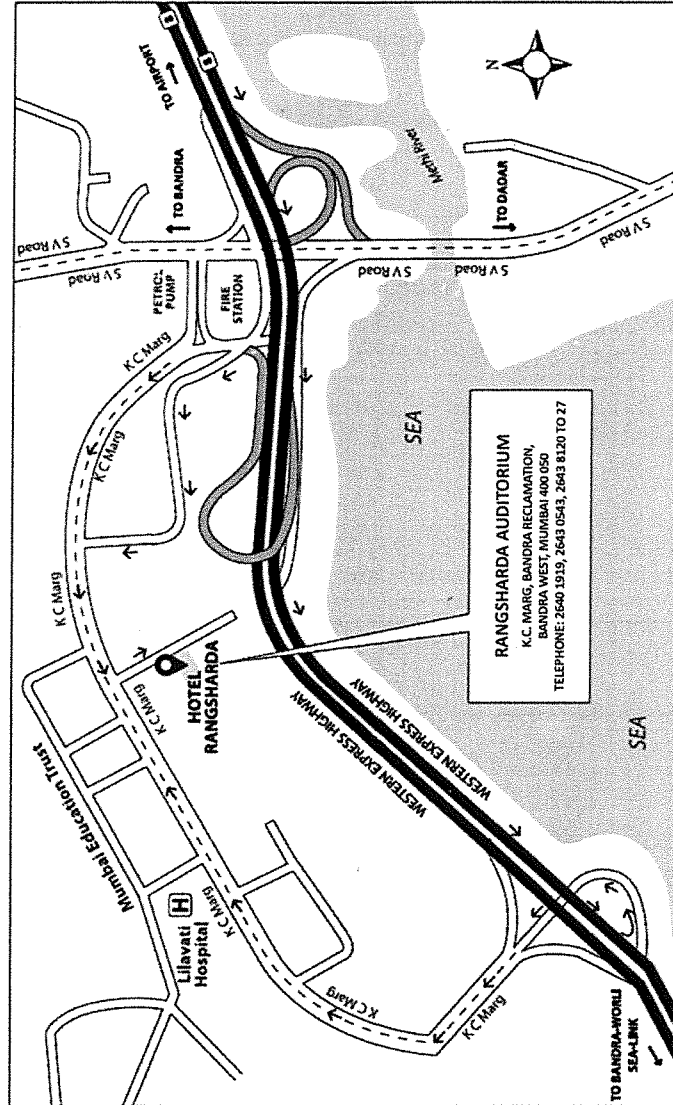
Name of the Proxy

Signature of the Proxy

NOTES:

1. Kindly sign and handover the attendance slip at the entrance of the meeting hall.
2. Members/Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.

LOCATION MAP OF RANGSHARDA AUDITORIUM



INDIAN OIL CORPORATION LIMITED

[CIN – L23201MH1959GOI011388]

Regd. Office: 'IndianOil Bhavan', G-9, Ali Yavar Jung Marg, Bandra (E), Mumbai - 400051
Tel: 022-26447616, Fax: 022-26447961, Email id: investors@indianoil.in, Website: www.iocl.com

PROXY FORM

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

Name of the member(s)	
Registered Address	
Email id	
Folio No. / Client Id *	
DP ID *	

* Applicable for members who are holding shares in dematerialized form.

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

- 1) of having email id or failing him
 2) of having email id or failing him
 3) of having email id

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 58th Annual General Meeting of the Company, to be held on Tuesday, 29th August 2017 at 10:30 a.m. at Rangsharda Auditorium, K. C. Marg, Bandra Reclamation, Bandra (West), Mumbai - 400050 and at any adjournment thereof in respect of such resolutions as are indicated below:

SL. NO.	RESOLUTIONS
	ORDINARY BUSINESS
1	To receive, consider and adopt the audited Standalone as well as Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 together with Reports of the Directors and the Auditors thereon.
2	To declare the Final Dividend of ₹ 1/- per equity share for the year 2016-17 and to confirm the Interim Dividend of ₹ 18/- per equity share paid during the year 2016-17.
3	To appoint a Director in place of Shri Verghese Cherian (DIN: 07001243), who retires by rotation and is eligible for reappointment.
4	To appoint a Director in place of Shri Anish Aggarwal (DIN: 06993471), who retires by rotation and is eligible for reappointment.
	SPECIAL BUSINESS
5	To appoint Dr. S. S. V. Ramakumar (DIN: 07626484) as Director (Research & Development) of the Company.
6	To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2018.
7	To approve issuance of debentures on private placement basis (Special Resolution).

Signed this day of 2017.

Affix
Revenue
Stamp

Signature of Member

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

NOTE: This Proxy Form duly filled in must be deposited at the Registered Office of the Company at IndianOil Bhavan, G-9, Ali Yavar Jung Marg, Bandra (East), Mumbai - 400051 not less than 48 hours before the commencement of the Annual General Meeting.

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