

इंडियन ऑयल कॉर्पोरेशन लिमिटेड

रजिस्टर्ड ऑफिस : 'इंडियन ऑयल भवन',
जी - ९, अली यावर जंग मार्ग, बांद्रा (पूर्व), मुंबई - ४०० ०५१. भारत

Indian Oil Corporation Limited

Regd. Office : 'Indian Oil Bhavan',
G-9, Ali Yavar Jung Marg, Bandra (East), Mumbai - 400 051.
Tel. : 2644 7616



IndianOil
A Maharatna
Company

Secretarial Department

No.Secl/53rd AGM

12th October, 2012

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.

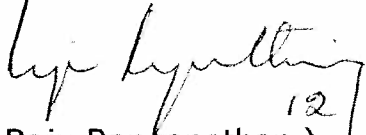
Dear Sir,

Sub: Minutes of the Annual General Meeting of
Indian Oil Corporation Limited held on 14th
September, 2012 at Mumbai.

Pursuant to Clause 31(d) of the Listing Agreement, we are
enclosing herewith Minutes of the Annual General Meeting of the
Company held on 14th September, 2012 at Mumbai.

Thanking you,

Yours faithfully,
For Indian Oil Corporation Ltd.


(Raju Ranganathan)
Company Secretary

Encl: As above.



INDIAN OIL CORPORATION LIMITED

Minutes of the 53rd Annual General Meeting of Indian Oil Corporation Limited held on Friday, the 14th September, 2012 at 1030 hrs. at Nehru Centre Auditorium, Worli, Mumbai.

Present :

1. Shri R.S.Butola, Chairman
2. Dr.R.K.Malhotra, Director (Research & Development)
3. Shri A.M.K.Sinha, Director (Plng. & BD)
4. Shri P.K.Goyal, Director (Finance)
5. Shri Rajkumar Ghosh, Director (Refineries)
6. Shri M.Nene, Director (Marketing)
7. Shri V.S.Okhde, Director (Pipelines)
8. Dr.S.C.Khuntia, Government Director
9. Dr.(Smt.) Indu Shahani, Independent Director
10. Prof.Gautam Barua, Independent Director
11. Shri Michael Bastian, Independent Director
12. Shri N.K.Poddar, Independent Director
13. Dr.Sudhakar Rao, Independent Director
14. Prof.(Dr.) V.K.Bhalla, Independent Director
15. Smt.Sushama Nath, Independent Director
16. Shri Partha S.Das, Director, Ministry of Petroleum & Natural Gas, Govt. of India as Representative of President of India
17. 531 Members by themselves or through their proxies were present at the meeting.

In attendance :

Shri Raju Ranganathan Company Secretary

The Chairman welcomed the members to the 53rd Annual General Meeting of the Company and called the meeting to order. The Company Secretary confirmed that quorum is present.



With the consent of the members present at the meeting, the Notice of the Annual General Meeting was taken as read.

The Company Secretary read the Auditors' Report.

The Chairman thereafter addressed the members.

The Chairman at the outset thanked the members for making it convenient to attend the meeting and for continuing to register their solidarity with the Corporation.

The Chairman gave an overview of the global economic environment, which continues to be weak and challenging. The Indian economy is also going through a rough patch. The GDP growth decelerated significantly to 6.5% from 8.4% in 2010-11. Subsidies have been a major concern for the economy and therefore, there is a serious need for structural and policy changes in this regard.

The Chairman stated that the Oil & Gas sector was rocked by turbulence on account of escalation of geo-political tensions and production outages resulting in spike in crude oil prices. On the Indian market front, demand growth was strong especially for transportation fuels particularly HSD. The Indian refiners were adversely affected not only by rise in international crude oil prices but also by the impact of depreciating rupee.

The Chairman stated that major drivers like vehicular growth, urbanization, industrialization and the rising proportion of people with purchasing power will continue to drive the demand for petroleum products in the country, which augurs well for the Corporation as a leader in the downstream sector.

The Chairman highlighted the Corporation's performance for the year 2011-12 and its plan for the future. The Corporation achieved the highest ever Refinery throughput of 55.62 MMT during the year. The capacity utilization was over 100% for the fifth consecutive year.



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The Pipelines delivered excellent operational performance surpassing all previous records with highest ever throughput of 75.55 MMT of crude oil and petroleum products. The Corporation continued to retain its market leadership during the year having achieved record domestic sales of 68.10 MMT of petroleum products.

Referring to the financial performance, the Chairman stated that the Corporation registered a turnover of Rs.4,09,957 crore but the profit after tax was Rs.3,955 crore. The gross refining margins came under severe pressure during the year and major efforts were launched to streamline the production and supplies to achieve healthy profit levels. However, the entry tax imposed by the State Govt. of U.P. on crude oil received at Mathura Refinery led to a provision for payment of Rs.8,156.56 crore of entry tax levy retrospectively from 2007 onwards resulting in lowering the profit after tax to Rs.3,955 crore. The debt burden continues to be an area of concern for the Corporation due to delay in receipt of compensation from the Government for the under-recoveries thereby forcing the Corporation to borrow from the market for meeting its working capital requirement.

The Chairman observed that the Corporation has been straddling across the energy value chain beyond its core business. The consolidation of petrochemicals and polymer business as a growth driver stands as a testimony of its technical and marketing prowess. A new opportunity has opened with the declaration of the consortium, in which IndianOil is a participant, as winner for building three cross country gas pipelines. The Chairman also mentioned that the Corporation views unconventional Oil & Gas such as Shale gas as an area with considerable growth prospects.

Highlighting the growth plans for the future, the Chairman stated that investment is the key to growth and the Corporation has projected investments to the tune of Rs.56,000 crore for the XIIth Plan (2012-2017).

The Chairman concluded his speech by appreciating the valuable services and dedicated efforts of members of IndianOil family for the Corporation's achievements during the year. He also thanked the Govt. of India particularly the Ministry of Petroleum &



Natural Gas and the various State Government, regulatory and statutory authorities for their valuable guidance and support. He expressed his appreciation for the continued support of all the stakeholders.

The Chairman, thereafter, moved the Annual Accounts for adoption and requested members to propose and second the resolution.

The Resolution at Item No.1 regarding Annual Accounts was proposed by Shri T.M.Davar (DP ID:IN 300183 / Client ID: 10430107) and seconded by Smt.C.E.Mascarenhas (Client ID: 1302950000003714).

The Chairman then invited members to raise queries on the Annual Accounts, the Directors' Report and the agenda of the Meeting as mentioned in the notice convening the meeting. He requested the members not to raise issues of personal nature and matters not relevant to the agenda of the AGM.

With a view to facilitate participation of more members and to provide equal opportunities to speak, the Chairman allotted five minutes to each speaker.

19 Members viz. Smt.Homayun Pouredahi, Shri Babubhai D.Vaghela, Smt.Ashalata Maheshwari, Shri Seshan Krishnamoorthy, Shri M.H.Irani, Shri M.Vekata Rao, Shri Mihir Manek, Smt.C.E. Mascarenhas, Shri Nilesh Sheode, Shri Shailesh Mehta, Shri Vinay Bhide, Shri P.A.Vijaykar, Shri T.M.Davar, Shri Prafful N.Dharia, Shri Vinayak Bapat, Shri Ronald Fernandes, Shri P.K.Agnihotri, Smt.H.S.Patel and Shri P.T.Manjrekar raised various queries, sought clarifications and made observations relating to the performance of the Corporation, which inter alia, included the following:-

- Appreciation for excellent operating performance of the various Divisions of the Corporation.
- The decline in the profits as compared to the previous year and matters relating to imposition of entry tax by the State Govt. of Uttar Pradesh.



- Concern for the continuing burden of subsidy for under-recoveries on specific petroleum products and delay in payment of compensation by the Government.
- The strain on the Corporation's financial position due to continuous increase in borrowings.
- IndianOil not being able to make reasonable profits and steps being taken to improve the deteriorating financial health.
- The CSR initiatives of the Corporation.
- The impact of rupee depreciation on the financials of the Corporation.
- Efforts to tap Shale gas discoveries from U.S.A.
- The Initiatives being taken for improving the gross refining margins.
- Appreciation for maintaining dividend inspite of decline in profits.
- The prospects of issuing bonus shares considering the availability of good reserves.
- Details of utilizing the amounts being borrowed within the borrowing limits of Rs.1,10,000 crore.
- The cost cutting measures being taken to improve the financial health.
- Need for communication through media explaining the reasons for increasing the prices of petroleum products.
- Steps taken to control diversion of domestic LPG cylinders for commercial purpose.
- Rationalisation in setting up retail outlets based on returns.
- Human Resources issues to motivate the employees.
- Future and long term Vision of the Corporation.



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- Possibilities of introduction of marker system.
- The transparency portal on LPG needs to be more informative / user friendly.
- Future prospects of E&P initiatives in the form of discoveries.
- The delay in setting up Ennore LNG Terminal.
- Possibility of carving out profitable business through subsidiaries.
- More focus on areas of improvement in operations, which are within the control of the Corporation.
- Public Deposit Scheme
- Cost of the Annual Report and its distribution.
- Issues relating to certain items appearing in the Balance Sheet, Profit & Loss Account, Schedules thereof as well as Directors' Report.

The Chairman, thereafter, replied to the queries, observations and clarifications sought by the members on the various issues raised as enumerated above. The Chairman specifically clarified on common issues raised by number of members regarding the performance, future plans and financial health of the Corporation. He thanked the members for their observations and suggestions and assured that the same would be reckoned to improve the Corporation's performance.

ORDINARY BUSINESS

1. **Adoption of audited Profit and Loss Account for the year ended 31st March, 2012 and the Balance Sheet as on that date together with Reports of the Directors and the Auditors thereon.**

Shri T.M.Davar (DP ID:IN 300183 /Client ID: 10430107) proposed the following resolution for adoption of Annual Accounts, Directors' and Auditors' Reports, which was seconded by



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Smt.C.E.Mascarenhas (Client ID: 1302950000003714) and was passed by requisite majority by show of hands :-

ORDINARY RESOLUTION

"RESOLVED THAT the Audited Balance Sheet of the Company as on 31st March, 2012 and the Profit & Loss Account for the year ended on that date, together with Directors' and Auditors' Reports thereon and the comments of the Comptroller and Auditor General of India as placed before the meeting be and are hereby approved."

2. Declaration of Dividend on Equity Shares for the year 2011-12

Shri Sudhir I.Parekh (DP ID: IN 300360 /Client ID: 22638438) & Shri T.M.Davar (DP ID:IN 300183 /Client ID: 10430107) proposed the following resolution for declaration of dividend, which was seconded by Shri Pramod K.Agnihotri (DP ID: IN 300126 / Client ID:10105052) and was passed by requisite majority by show of hands:-

ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the recommendations made by the Board of Directors, Dividend at the rate of Rs.5/- per equity share of Rs.10/- each be and is hereby declared for the financial year ended 31st March, 2012 and be paid to the shareholders whose names appear on the Register of members and as per beneficial owners position received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) (under electronic segment) as at the close of 6th September, 2012".



3. Re-appointment of Shri Anees Noorani

Shri Seshan Krishnamoorthy (DP ID: IN 300183 /Client ID: 10083841) proposed the following resolution, which was seconded by Shri Ronald Fernandes (DP ID: IN 301774 /Client ID: 15296317) and was passed by requisite majority by show of hands :-

ORDINARY RESOLUTION

"RESOLVED THAT Shri Anees Noorani, a Director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

4. Re-appointment of Dr.(Smt.) Indu Shahani

Smt.Homayun Pouredahi (DP ID: IN 300183 /Client ID: 10169813) & Smt.H.S.Patel (Client ID: 1203710000018446) proposed the following resolution, which was seconded by Shri R.K.Jain (DP ID: IN 301330 /Client ID: 20730606) and was passed by requisite majority by show of hands:-

ORDINARY RESOLUTION

"RESOLVED THAT Dr.(Smt.) Indu Shahani, a Director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

5. Re-appointment of Shri Sudhir Bhargava

Shri Prasad T. Manjrekar (Client ID: 1202990001831899) proposed the following resolution, which was seconded by Shri Pramod K.Agnihotri (DP ID:IN 300126 / Client ID:10105052) and was passed by requisite majority by show of hands :-



ORDINARY RESOLUTION

"RESOLVED THAT Shri Sudhir Bhargava, a Director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

6. Re-appointment of Dr.Ravinder Kumar Malhotra

Smt.Ashalata Maheshwari (DP ID: IN 300757 /Client ID: 10627675) proposed the following resolution, which was seconded by Shri Rajiv Khanna (DP ID:IN 301127 /Client ID: 16054837) and was passed by requisite majority by show of hands :-

ORDINARY RESOLUTION

"RESOLVED THAT Dr.Ravinder Kumar Malhotra, a Director retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS

7. Appointment of Shri Makrand Nene

Shri M.Venkata Rao (Client ID: 1204800000044520) proposed the following resolution, which was seconded by Smt.C.E.Mascarenhas (Client ID: 1302950000003714) and was passed by requisite majority by show of hands :-

ORDINARY RESOLUTION

"RESOLVED THAT Shri Makrand Nene, who was appointed as an Additional Director and designated as Director(Marketing) by the Board of Directors effective 5th October, 2011 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 pursuant to the provisions of Section 257 of the



Companies Act, 1956, be and is hereby appointed as Director(Marketing) of the Company, liable to retire by rotation."

8. Appointment of Prof.(Dr.)Vinod Kumar Bhalla

Smt.Ashalata Maheshwari (DP ID: IN 300757 /Client ID: 10627675) proposed the following resolution, which was seconded by Shri Seshan Krishnamoorthy (DP ID: IN 300183 /Client ID: 10083841) and was passed by requisite majority by show of hands :-

ORDINARY RESOLUTION

"RESOLVED THAT Prof.(Dr.)Vinod Kumar Bhalla, who was appointed as an Additional Director by the Board of Directors effective 30th January, 2012 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 pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

9. Appointment of Shri Vasudev Sitaram Okhde

Shri Babubhai D.Vaghela (DP ID: IN 302902 /Client ID: 40190238) & Shri Prasad T.Manjrekar (DP ID: IN 300126 / Client ID: 10105052) proposed the following resolution, which was seconded by Smt.Homayun Pouredahi (DP ID: IN 300183 /Client ID:10169813) and was passed by requisite majority by show of hands :-

ORDINARY RESOLUTION

"RESOLVED THAT Shri Vasudev Sitaram Okhde, who was appointed as an Additional Director and designated as Director(Pipelines) by the Board of Directors effective 1st February, 2012 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



pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as Director(Pipelines) of the Company, liable to retire by rotation."

10. Appointment of Smt.Shyamala Gopinath

Shri R.K.Jain (DP ID: IN 301330 /Client ID: 20730606) proposed the following resolution, which was seconded by Shri Sudhir I.Parekh (DP ID: IN 300360 /Client ID: 22638438) & Smt.H.S.Patel (Client ID: 1203710000018446) and was passed by requisite majority by show of hands :-

ORDINARY RESOLUTION

"RESOLVED THAT Smt.Shyamala Gopinath, who was appointed as an Additional Director by the Board of Directors effective 29th March, 2012 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 pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

11. Appointment of Smt.Sushama Nath

Shri Babubhai D.Vaghela (DP ID: IN 302902 /Client ID: 40190238) & Shri Rajiv Khanna (DP ID:IN 301127 /Client ID: 16054837) proposed the following resolution, which was seconded by Shri Prafful N.Dharia (DP ID: IN 300513 /Client ID: 10918976) and was passed by requisite majority by show of hands:-

ORDINARY RESOLUTION

"RESOLVED THAT Smt.Sushama Nath, who was appointed as an Additional Director by the Board of Directors effective 29th March, 2012 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 pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

12. Appointment of Shri Shyam Saran

Shri Ronald Fernandes (DP ID: IN 301774 / Client ID: 15296317) proposed the following resolution, which was seconded by Shri Seshan Krishnamoorthy (DP ID: IN 300183 /Client ID: 10083841) and was passed by requisite majority by show of hands :-

ORDINARY RESOLUTION

"RESOLVED THAT Shri Shyam Saran, who was appointed as an Additional Director by the Board of Directors effective 29th March, 2012 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 pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

13. Appointment of Dr.Subhash Chandra Khuntia

The Chairman informed that subsequent to the dispatch of Notice convening the AGM, the Company had received an application alongwith the requisite fee from one of the members proposing the name of Dr.S.C.Khuntia as the candidate for the office of Director of the Company pursuant to Section 257 of the Companies Act, 1956. Necessary notification was published in the newspapers as required under the provisions of Section 257 of the Companies Act, 1956 on 04.09.2012.

Shri M.Venkata Rao (Client ID: 1204800000044520) proposed the following resolution, which was seconded by Shri Prafful N.Dharia



(DP ID: IN 300513 /Client ID: 10918976) and was passed by requisite majority by show of hands :-

ORDINARY RESOLUTION

"RESOLVED THAT Dr.Subhash Chandra Khuntia, who was appointed as an Additional Director by the Board of Directors effective 9th August, 2012 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 pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Shri M.Nene, Director(Marketing) proposed a vote of thanks.