ऑयल इंडिया लिमिटेड
(भारत सरकार का उद्यम) पंजीकृत कार्यालयः दुलियाजान, असम
Oil India Limited
(A Government of India Enterprise) Registered Office "Duliajan, Assam

प्लॉट. न. 19, सैक्टर 16-ए, नोएडा-201 301 उत्तर प्रदेश
Plot No. : 19, Sector 16-A, Noida-201 301, Uttar Pradesh
दूरभाष / Telephone : 0120-2419000 फैक्स / Fax : 0120-2488310
CIN : L11101AS1959GOI001148 ई-मेल / E-mail : oilindia@oilindia.in, वेबसाईट / Website : www.oil-india.com

Ref No. OIL/SEC/32-33/NSE-BSE
Dated: July 23, 2019

National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051.
Scrip Code: OIL

BSE Limited
Department of Corporate Service,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.
Scrip Code: 533106

Sub : **Notice of Annual General Meeting (AGM), Closure of Register of Members and Remote E-Voting Facility**

Ref : **Regulation 30, 42 and 44 of the SEBI (LODR) Regulations, 2015**

Sir,

We hereby inform that the:-

1. 60th AGM will be held on August 17, 2019 at 11.00 AM at the Registered Office of the Company at Duliajan, Assam.

2. Register of Members and Share Transfer Books will remain closed from August 11, 2019 to August 17, 2019 (both days inclusive) for the purpose of AGM and for reckoning the entitlement of the shareholders for the payment of Final Dividend 2018-19 @ Rs.1.75/- per share subject to approval of the members of the Company at the AGM.

3. Final Dividend, if approved at the AGM, will be paid /dispatched on or before September 16, 2019 to those Members whose names appear on the Register of Members/Beneficial Owners as per lists furnished by NSDL & CDSL as on August 10, 2019.

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendment thereof and Regulation 44 of the SEBI (LODR) Regulations, 2015,

Oil India Limited ("the Company") is providing e-voting facility to its members as on the "cut-off date" i.e. August 10, 2019 in respect of the businesses to be transacted at the 60th AGM. The e-voting facility will be available during the following period:

Commencement of E-Voting	From 09:00 AM (IST) on August 14, 2019
Closure of E-Voting	Upto 05:00 PM (IST) on August 16, 2019

It is requested to kindly take note of the above.

Yours faithfully,
For Oil India Limited

(A.K. Sahoo)
Company Secretary

CC:

National Securities Depository Ltd.,
Trade World, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai – 400 013

Central Depository Services (India) Ltd.
Marathon Futurex,
A-Wing, 25th Floor,
NM Joshi Marg,
Lower Parel,
Mumbai – 400 013

Karvy Fintech Private Ltd, Hyderabad } For information and necessary action please.

ऑयल इंडिया लिमिटेड
(भारत सरकार का उद्यम)
Oil India Limited
(A Government of India Enterprise)

CIN : L11101AS1959GOI001148
Email: investors@oilindia.in, Website: www.oil-india.com
Regd. Office: P.O. Duliajan, Distt. Dibrugarh, Assam – 786 602

NOTICE

NOTICE is hereby given that the 60th Annual General Meeting of the Shareholders of Oil India Limited will be held on Saturday, the 17th day of August, 2019 at 11.00 am at Bihutoli, Duliajan, Distt. Dibrugarh, Assam – 786 602, to transact the following businesses:

(A) ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the year ended on 31st March, 2019 together with the Report of the Board of Directors, Reports of the Auditors and Comments of the Comptroller & Auditor General of India thereof.

2. To confirm the payment of interim dividend and to declare final dividend for the financial year 2018-19 on the equity shares of the Company.

3. To appoint a Director in place of Dr. Pattabhiraman Chandrasekaran (DIN: 07778883), who retires by rotation and being eligible, offers himself for re-appointment.

4. To authorize the Board of Directors to decide remuneration / fees of the Statutory Auditors of the Company, appointed by the Comptroller & Auditor General of India for the financial year 2019-20.

(B) SPECIAL BUSINESS

5. **Ratification of the remuneration of the Cost Auditors for financial year 2019-2020.**

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

RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Dhananjay V Joshi & Associates, the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-20, be paid the remuneration as set out in the statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board
For Oil India Limited
Sd/-
(A.K. Sahoo)
Company Secretary

Place: NOIDA
Date: 18.07.2019

NOTES

a. **A member entitled to attend and vote 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 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 brief profile and information of director being appointed / reappointed is annexed hereto.

c. 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.

d. Members / Proxies / Authorized Representatives are requested to bring the attendance slip duly filled and signed along with copy of Annual Report to the meeting.

e. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.

f. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.

g. The Annual Report duly circulated to the members of the Company, is available on the Company's website at www.oil-india.com.

h. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office / Corporate Office of the Company on all working days between 9:30 a.m. to 11:00 a.m. upto the date of the Annual General Meeting.

i. The Register of Members and the Share Transfer Books of the Company will remain closed from **11th August, 2019 to 17th August, 2019** (both days inclusive) for the purpose of ascertaining the eligibility of members for payment of dividend. The 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 owners' position received from NSDL & CDSL as at the close of working hours on **10th August, 2019**.

j. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents, Karvy Fintech Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

k. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.

l. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent (RTA), Karvy Fintech Pvt. Ltd, Unit: Oil India Limited, Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad–500032. E-mail: einward.ris@karvy.com, Telephone No. 040-67161526.

m. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file their nomination in the prescribed Form SH-13 with the RTA. In respect of shares held in demat/electronic form, the nomination form may be filed with the respective Depository Participant.

n. Pursuant to the provisions of the Companies Act, 2013, the Company has transferred all unclaimed dividends declared upto the financial year 2011-12 (Second Interim) and Bonus Issue Fractional Amounts (2012) to the Investor Education & Protection Fund (IEPF) established by the Central Government. Further, the unclaimed shares for which dividends are unclaimed for the last seven years have also been transferred to the designated Demat Account of IEPF. The unclaimed final dividend 2011-12 and unclaimed interim dividend 2012-13 alongwith the concerned unclaimed shares will also be transferred to the IEPF in November, 2019 and March, 2020 respectively.

o. Members, who have not encashed their dividend

warrants for the years 2011 -12 (Final) to 2018-19 (Interim), are requested to write to the RTA, Karvy Fintech Private Limited, Hyderabad or to the Company for claiming the unpaid dividends.

p. 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.

q. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.**

r. **The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated 20.04.2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.**

s. **The Members may kindly note that as per the amended Regulation 40 of SEBI (LODR) Regulations, 2015, transfer of securities would be carried out in dematerialized form only. Accordingly, members holding shares in physical mode are advised to demat their physical shareholdings at the earliest.**

t. Non-Resident Indian members are requested to inform Karvy, immediately of:

   (a) Change in their residential status on return to India for permanent settlement.

   (b) 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.

u. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting). Shri Manish Gupta, Partner, M/s. RMG & Associates, Practicing Company Secretary has been appointed as Scrutinizer for conducting the voting for the AGM. The cut-off date for determining the eligibility of members is 10th August, 2019 .

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

(A) In case a member receives an email from Karvy [for members whose email ids are registered with the Company / Depository Participants (s)]:

i. Launch internet browser by typing the URL: https://evoting.karvy.com.

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of demat account; user id will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will reach at password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email id etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. 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.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e., "Name of the Company".

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut - off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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).

xii. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email evoting@rmgcs.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "OIL_Event E-voting".

(B) In case of members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.

ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

iii. Voting at AGM: The members, who have not cast their vote through remote e-voting, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by remote e-voting are eligible to attend the meeting; however those members are not entitled to cast their vote again in the meeting.

A member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a member casts votes by both modes then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

iv. The results shall be declared after the AGM. The results along with Scrutinizer's Report shall be placed on the website of the Company.

OTHER INSTRUCTIONS

a. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com or contact Shri Ganesh Patro, (Unit: Oil India Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040–6716 1500 or call Karvy's toll free No. 1800-34-54-001 for any further clarifications.

b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

c. The remote e-voting period commences on 14th August, 2019 (9:00 am IST) and ends on 16th August, 2019 (5:00 pm IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **10th August, 2019**, may cast their votes electronically. A person, who is not a member on the cut-off date, should treat this Notice for information only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is casted by the member, the member shall not be allowed to change it subsequently.

d. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. **10th August, 2019**.

e. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date, he/she may obtain the user id and password in the manner as mentioned below :

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD**<space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678

Example for Physical:
MYEPWD <SPACE> XXXX1234567890

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Member may call Karvy's toll free number 1800-3454-001.

iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send user id and password to those new members whose mail ids are available.

EXPLANATORY STATEMENT

ITEM NO. 05

The Board, on the recommendation of the Audit & Ethics Committee, has approved the appointment of M/s Dhananjay V Joshi & Associates as Cost Auditor at an aggregate

remuneration of ₹ 3 (three) lakhs plus applicable taxes and out of pocket expenses to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020. 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 for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the director/ key managerial personnel of the Company is interested or concerned in the resolution.

The Board recommends the resolution for your ratification.

BRIEF PROFILE / INFORMATION OF DIRECTOR BEING APPOINTED / REAPPOINTED

Name of the Director	Dr. Pattabhiraman Chandrasekaran
Date of Birth	29.06.1961
Date of Appointment	01.04.2017
No. of Shares held	NIL
Qualification(s) and Experience in Specific Functional Areas	Dr. P. Chandrasekaran assumed the charge of the post of Director (Exploration & Development) of Oil India Limited on 01.04.2017(F.N.). He is post-graduate in Geology from Madras Presidency College in 1983 and acquired a Ph.D from IIT Roorkee on the subject "Petroleum Prospect and Risk Evaluation". Prior to assumption of this charge, he was holding the post of Basin Manager, KG-PG Basin, ONGC, Chennai since July 2015. Dr. Chandrasekaran has served in ONGC since April 1984. He possess vast experiences of over 34 years in various facets of petroleum exploration like Operations, Geology, G & G data interpretation, reserve estimation, petroleum risk and economic analysis, exploration management including drawing short, medium and long term plans, monitoring of exploration activities, Exploration Portfolio Management.
Directorship held in other Companies including Companies incorporated outside India	Oil India International Limited
Membership/Chairmanship of Board Committees of all Companies in which they are Directors	Oil India International Limited – Member, Audit Committee

ऑयल इंडिया लिमिटेड
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CIN: L11101AS1959GOI001148 Email: investors@oilindia.in
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Regd. Office: P.O. Duliajan, Distt. Dibrugarh, Assam – 786 602
Phone: 0374-2804510 Fax: 0374-2800433
Corp. Office: Plot No.19, Sector-16A, Noida, Distt. G.B Nagar (U.P) 201301
Phone: 0120-2419000

60th ANNUAL GENERAL MEETING: 17.08.2019

ATTENDANCE SLIP

(THIS ATTENDANCE SLIP DULY FILLED IN TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING VENUE)

Name of the Member (in Block Letters): _____

Member's Folio Number: _____

Client ID*: _____ DP ID*: _____

Name of proxy(s) (in Block Letters): _____

(to be filled in, if a Proxy attends instead of the member)

No. of Shares held: _____ Email: _____

I hereby record my presence at the 60th Annual General Meeting of the Company held at Bihutoli, Duliajan, Distt. Dibrugarh, Assam on Saturday, the 17th day of August, 2019 at 11:00 AM.

Member's / Proxy's
Signature

*Applicable for investors holding share(s) in electronic form.

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(भारत सरकार का उद्यम)
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Distt. Dibrugarh, Assam – 786 602
Phone: 0374-2804510 Fax: 0374-2800433

Corp. Office: Plot No.19, Sector-16A,
Noida, Distt. G.B. Nagar (U.P) 201301
Phone: 0120-2419000

FORM NO : MGT11

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	

I/We, being the holder(s) of _____ shares of the above named Company, hereby appoint

1. Name: _____
   Address: _____
   E-mail Id: _____
   Signature: _____, or failing him

2. Name: _____
   Address: _____
   E-mail Id: _____
   Signature: _____

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 60th Annual General Meeting of the Company, to be held on Saturday, 17th August 2019 at 11:00 a.m. at Bihutoli, Duliajan, Assam-786602 and at any adjournment thereof in respect of such resolutions as are indicated below:

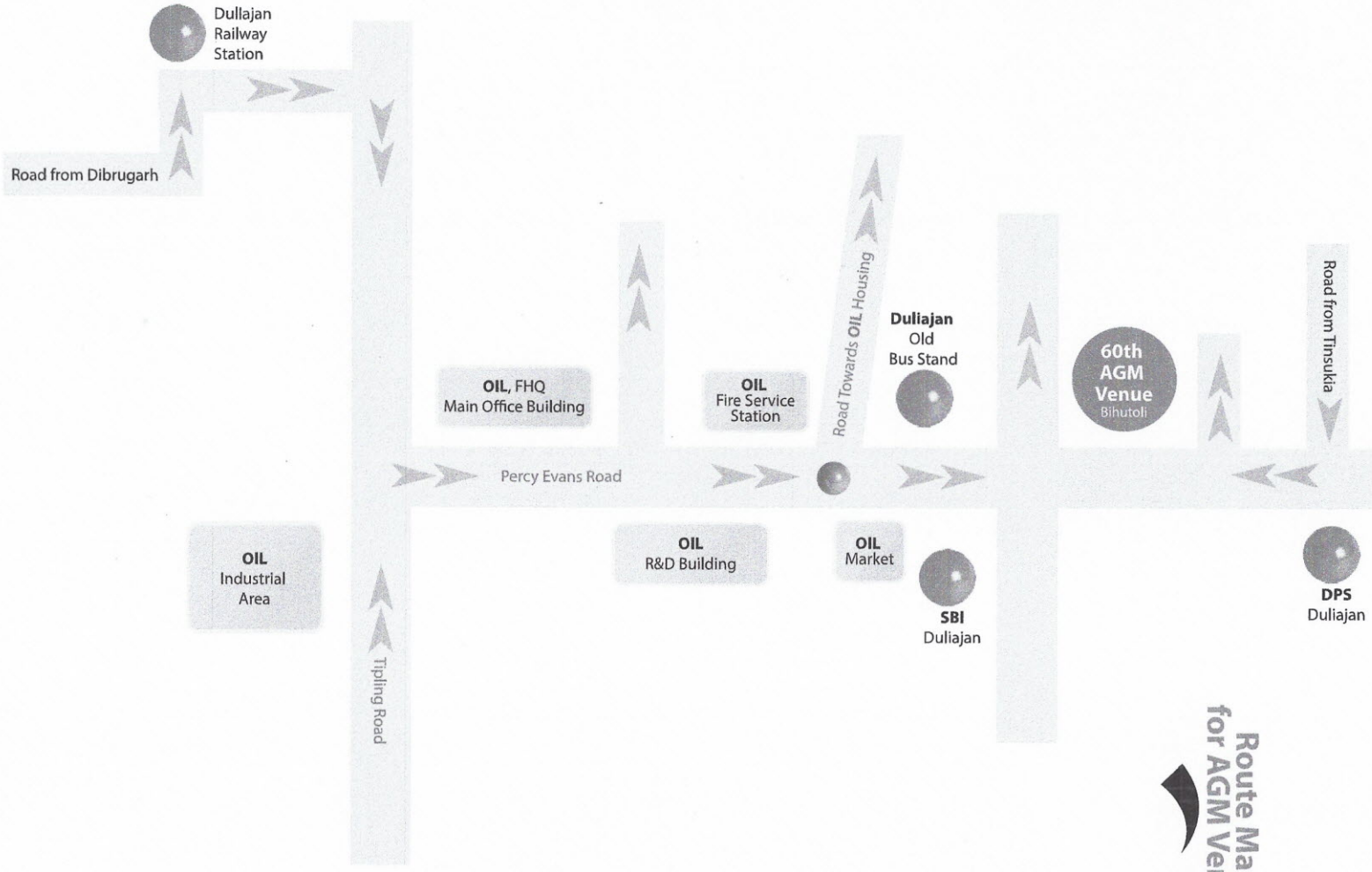
S No.	RESOLUTIONS
ORDINARY BUSINESS	
1.	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the year ended on 31st March, 2019 together with the Report of the Board of Directors, Reports of the Auditors and Comments of the Comptroller & Auditor General of India thereof.
2.	To confirm the payment of interim dividend and to declare final dividend for the financial year 2018-19 on the equity shares of the Company.
3.	To appoint a Director in place of Dr. Pattabhiraman Chandrasekaran (DIN: 07778883), who retires by rotation and being eligible, offers himself for re-appointment.
4.	To authorize the Board of Directors to decide remuneration / fees of the Statutory Auditors of the Company, appointed by the Comptroller & Auditor General of India for the financial year 2019-20
SPECIAL BUSINESS	
5.	To ratify the remuneration of the Cost Auditors for the financial year 2019-20

Signed this ..... day of ..... 2019.

AFFIX REVENUE STAMP

.....	.....	.....
Signature of Member	Signature of first proxy holder	Signature of second proxy holder

NOTE: This Proxy Form duly filled in must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.



Route Map for AGM Venue