



INDIAN OIL CORPORATION LIMITED

[CIN-L23201MH1959GOI011388]

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

Tel: 022-26447616

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Email Id: investors@indianoil.in

Website: www.iocl.com

NOTICE TO SHAREHOLDERS – POSTAL BALLOT

Notice is hereby given to the shareholders that pursuant to the provisions of Section 110 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, Indian Oil Corporation Limited ("the Company") is seeking the approval of the shareholders by Ordinary Resolution through Postal Ballot (including e-voting) for issue of Bonus Shares in the ratio of 1:1 i.e. 1 (One) new equity bonus share of Rs. 10/- each for every 1 (One) existing fully paid up equity share of Rs. 10/- each.

The Company has completed the dispatch of physical / electronic Postal Ballot Notice along with explanatory statement on 3rd September 2016 to all the shareholders whose name appears on the Register of Members / Beneficiary Position furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, 26th August 2016. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares registered in the name of the shareholder as on Friday 26th August 2016. The notice of the Postal Ballot along with the explanatory statement is also hosted on the website of the Company www.iocl.com.

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 postal ballot and e-voting process in a fair and transparent manner.

In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, as amended from time to time, the Company is also offering e-voting facility to shareholders. Karvy Computershare Pvt. Ltd., the Registrar & Transfer Agent (RTA) of the Company will be facilitating e-voting to enable shareholders to cast their votes electronically. However e-voting is optional and those shareholders, who do not wish to or do not have access to e-voting facility, may cast their vote by means of a physical ballot form.

Shareholders who wish to vote by Physical Ballot must ensure that the duly completed form should reach the Scrutinizer before 5.00 pm (IST) on October 3, 2016 at the address mentioned in the prepaid postage envelope sent alongwith the notice. Postal Ballot Form received after this date will be strictly treated as if the reply from the shareholder has not been received.

The e-voting would commence on **Sunday, September 4, 2016 at 9:30 A.M. (IST) and end on Monday, October 3, 2016 at 05.00 P.M. (IST)**. The e-voting module shall be disabled thereafter.

Shareholders who have not received the Postal Ballot Form or shareholders who have received Postal Ballot Notice by e-mail but wish to vote through physical Ballot Form or in case of any query / grievances pertaining to the Postal Ballot process, shareholders may send an email at investors@indianoil.in or write to the RTA at M/s. Karvy Computershare Pvt. Ltd., Unit: Indian Oil Corporation Limited, Karvy Selenium, Tower B, Plot number 31&32, Financial District, Nanakramguda, Hyderabad-500032.

The result of the Postal Ballot including e-voting will be announced on **Wednesday, 5th October 2016 at 3.00 P.M. (IST)** at the Registered Office of the Company at **Indian Oil Bhavan, G-9 Ali Yavar Jung Marg, Bandra (East), Mumbai 400051**. The result along with the Scrutinizer's Report(s) thereon would be available on the website of the Company (www.iocl.com) and on RTA's website (<https://evoting.karvy.com>) immediately after the declaration of the result and would also be communicated simultaneously to the BSE Limited and the National Stock Exchange of India Limited.

For Indian Oil Corporation Limited

**Sd/-
Raju Ranganathan
Company Secretary**

Place: Mumbai

Date : 3rd September 2016