



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 OF 57th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **57th Annual General Meeting (AGM)** of Indian Oil Corporation Limited will be held on **Wednesday, the 14th September 2016 at 10.30 a.m. at Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai – 400 018.**

The Notice setting out the business to be transacted at the meeting together with the Annual Report of the Company for the financial year 2015-16 has been dispatched to those members whose email id is not registered as well as to members who have requested for physical copy of Annual Report, at their registered address.

The notice of AGM and the Annual Report has been sent electronically to those members who have registered their email address. The Annual Report is also available on the website of the Company www.iocl.com. Any such member who wishes to have a physical copy of the Annual Report may write to the Company and the same would be provided free of cost. Any member, who has not received the Annual Report or any investor who has become a member of the Company after the dispatch of Annual Report, may send a request to the Company Secretary at the registered office address for a copy of the Annual Report and can also attend the AGM in person or appoint a proxy.

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on behalf of member. 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.

NOTICE is also given that pursuant to Section 91 of the Companies Act 2013, Rule 10 of the Companies (Management and Administration) Rules 2014 and Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 "(LODR)", the register of members and share transfer book of the Company will remain closed from Wednesday, 7th September 2016 to Wednesday, 14th September 2016 (both days inclusive) to determine eligibility of the members for final dividend payment for the financial year ended March 31, 2016. Final Dividend @ Rs. 8.50 per share, if approved at the AGM, would be paid to those members whose name appears in the register of members / BENPOS as at the close of working hours on Tuesday, 6th September, 2016.

Pursuant to Regulation 44 of LODR and Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended, the company has engaged the services of Karvy Computershare Pvt. Ltd. ("Karvy") to provide e-voting facility to the members. The details are as under:

- The company has fixed 7th September 2016 as the 'Cut Off' date to ascertain the eligibility of members for e-voting.
- Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holds shares as on the cut-off date, may obtain the User ID and password by sending a request at evoting@karvy.com by mentioning folio no. / DP ID and Client Id no. If the member is already registered with Karvy for e-voting then existing User ID and password can be used for casting the vote.
- The e-voting would commence on Sunday, the 11th September 2016 (9.30 a.m.) and end on Tuesday, the 13th September 2016 (5.00 p.m.), during which period the members may cast their vote electronically. Thereafter, the e-voting module shall be disabled by Karvy.
- Voting through ballot paper shall also be made available to those members who attend the AGM and have not already cast their vote by e-voting.
- Members who cast their votes electronically should not vote again at the AGM. However, in case a member, who has cast his vote electronically as well as through ballot paper, the vote cast through ballot paper will be ignored.
- The Company has appointed Shri Nrupang Dholakia of M/s. Dholakia & Associates LLP, a practicing Company Secretar, as Scrutinizer and in his absence Shri B. V. Dholakia of M/s. Dholakia & Associates LLP, a practicing Company Secretary to scrutinize the e-voting and poll process in a fair and transparent manner.
- In case of any queries / grievances relating to e-voting, members may contact at the following address: Shri M.S.Madhusudhan, General Manager, Karvy Computershare Pvt. Ltd., Unit: Indian Oil Corporation Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032. Tel. No.: (040) 67162222 ; E-mail : evoting@karvy.com ;

The Results on resolutions shall be declared within 2 days of the conclusion of the AGM of the Company. The results declared along with the scrutinizer's report shall be placed on the Company's website (www.iocl.com) and on the website of Karvy (<https://evoting.karvy.com>) for information of the members and would also be communicated to the Stock Exchanges.

For Indian Oil Corporation Limited

**Sd/-
(Raju Ranganathan)
Company Secreary**

Place : Mumbai

Date : 17th August 2016