

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L23201MH1959GOI011388

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACI1681G

(ii) (a) Name of the company

INDIAN OIL CORPORATION LTD.

(b) Registered office address

Indian Oil Bhavan, G-9 All Yavar Jung Marg, BANDRA (EAST)
NA
MUMBAI
Maharashtra
400051

(c) *e-mail ID of the company

kgwalani@indianoil.in

(d) *Telephone number with STD code

02226447327

(e) Website

www.iocl.com

(iii) Date of Incorporation

30/06/1959

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE OF INDIA LTD	1,024
2	BSE LTD	1

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2025

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C5	Coke and refined petroleum products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

45

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	CHENNAI PETROLEUM CORPORATION +	L40101TN1965GOI005389	Subsidiary	51.89
2	IOC Global Capital Management +	U64990GJ2023GOI141266	Subsidiary	100
3	Lanka IOC PLC		Subsidiary	75.12
4	IndianOil (Mauritius) Ltd.		Subsidiary	100
5	IOC Middle East FZE		Subsidiary	100
6	IOC Sweden AB		Subsidiary	100
7	IOC (USA) INC.		Subsidiary	100
8	IndOil Global B.V., Netherlands +		Subsidiary	100
9	IOCL Singapore Pte. Ltd.		Subsidiary	100
10	Avi-Oil India Pvt. Ltd.	U23201DL1993PTC190652	Associate	25
11	Delhi Aviation Fuel Facility Pvt +	U74999DL2009PTC193079	Associate	37
12	Green Gas Limited	U23201UP2005PLC030834	Associate	49.99
13	GSPL India Gasnet Ltd.	U40200GJ2011SGC067449	Associate	26
14	GSPL India Transco Ltd.	U40200GJ2011SGC067450	Associate	26
15	Hindustan Urvarak & Rasayan L +	U24100DL2016PLC358399	Associate	29.67
16	IHB Ltd.	U60230GJ2019PLC109127	Associate	50
17	IndianOil Adani Ventures Limit +	U23200MH1996PLC102222	Associate	50
18	Indian Oil Ruchi Biofuels LLP		Joint Venture	50
19	Indian Synthetic Rubber Privat +	U25190DL2010PTC205324	Associate	50
20	IndianOil Adani Gas Pvt. Ltd.	U40300DL2013PTC258690	Associate	50
21	Indian Oil LNG Pvt. Ltd.	U23200TN2015PTC100731	Associate	45
22	IOC Phinergy Pvt. Ltd.	U31109DL2021PTC377250	Associate	50
23	IndianOil Petronas Pvt. Ltd.	U74899WB1998PTC219339	Associate	50
24	IndianOil Skytanking Pvt. Ltd.	U11202KA2006PTC040251	Associate	50

25	Indradhanush Gas Grid Limited	U40300AS2018GOI018660	Associate	20
26	Kochi Salem Pipeline Private Li	U40300KL2015PTC037849	Associate	50
27	Lubrizol India Pvt. Ltd.	U23201MH1966PTC013538	Associate	26
28	Mumbai Aviation Fuel Farm Fa	U63000MH2010PTC200463	Associate	25
29	NPCIL – IndianOil Nuclear Ener	U40104MH2011GOI215870	Associate	26
30	Petronet CI Limited	U23201GJ2000PLC039031	Associate	26
31	Petronet India Limited	U45203MH1997PLC108251	Associate	18
32	Petronet LNG Limited	L74899DL1998PLC093073	Associate	12.5
33	Petronet VK Limited	U23200GJ1998PLC034144	Associate	50
34	Ratnagiri Refinery & Petrochem	U23200MH2017PLC300014	Associate	50
35	Suntera Nigeria 205 Ltd.		Joint Venture	25
36	Ujjwala Plus Foundation	U74999MH2017NPL297692	Associate	50
37	IndianOil Total Private Limited	U23209MH2020PTC347367	Associate	50
38	Paradeep Plastic Park Limited	U24100OR2013SGC016970	Associate	49
39	Cauvery Basin Refinery and Pe	U23200TN2023PLC158051	Associate	25
40	IndianOil NTPC Green Energy F	U42201DL2023PTC415225	Associate	50
41	GH4India Private Limited	U20123DL2023PTC419152	Associate	33.33
42	Terra Clean Limited	U35107DL2024GOI432137	Subsidiary	100
43	Mercator Petroleum Limited	U11102MH2007PLC170562	Subsidiary	100
44	IOC GPS Renewables Private Li	U74900KA2012PTC064932	Associate	50
45	Indofast Swap Energy Private L	U35109DL2024PTC434149	Associate	50

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	30,000,000,000	14,121,238,383	14,121,238,383	14,121,238,383
Total amount of equity shares (in Rupees)	300,000,000,000	141,212,383,830	141,212,383,830	141,212,383,830

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	30,000,000,000	14,121,238,383	14,121,238,383	14,121,238,383
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	300,000,000,000	141,212,383,830	141,212,383,830	141,212,383,830

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	15,213,153	14,106,025	14,121,238,383	141,212,383,830	141,212,383,830	

Increase during the year	0	2,229,554	2229554	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify <div></div>		2,229,554	2229554			
Decrease during the year	2,229,554	0	2229554	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify <div>Conversion from physical shares to demat shares</div>	2,229,554		2229554	0	0	
At the end of the year	12,983,599	14,108,254	1412123838	141,212,383	141,212,383	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *



Nil

[Details being provided in a CD/Digital Media]



Yes



No



Not Applicable

Separate sheet attached for details of transfers



Yes



No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>
Date of registration of transfer (Date Month Year)		<input type="text"/>
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	219,152	1000000	219,152,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			219,152,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	224,102,000,000	50,000,000,000	54,950,000,000	219,152,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

8,455,130,000,000

(ii) Net worth of the Company

1,508,630,000,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	7,272,199,767	51.5	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	7,272,199,767	51.5	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,176,597,874	8.33	0	
	(ii) Non-resident Indian (NRI)	34,346,824	0.24	0	
	(iii) Foreign national (other than NRI)	7,195	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	16,200,000	0.11	0	
	(iii) Government companies	2,734,208,628	19.36	0	
3.	Insurance companies	72,880,589	0.52	0	
4.	Banks	996,780	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	384,732,072	2.72	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	61,754,911	0.44	0	
10.	Others Trusts, Clearing Members, I +	2,367,313,743	16.76	0	
	Total	6,849,038,616	48.49	0	0

Total number of shareholders (other than promoters)

3,287,206

**Total number of shareholders (Promoters+Public/
Other than promoters)**

3,287,207

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	2,494,208	3,287,206
Debenture holders	269	272

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	8	7	8	4	0	0
(i) Non-Independent	8	0	8	0	0	0
(ii) Independent	0	7	0	4	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	1	0	1	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	8	8	8	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

15

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shri Arvinder Singh Sa	10652030	Additional director	4,650	
Shri Satish Kumar Vad	09322002	Whole-time director	900	
Shri Nachimuthu Senth	10230965	Whole-time director	11,000	30/06/2025
Shri Anuj Jain	10310088	Whole-time director	450	
Dr. Alok Sharma	10453982	Whole-time director	0	
Ms. Rashmi Govil	10531397	Whole-time director	4,633	
Shri Arvind Kumar	09224177	Whole-time director	2,400	
Shri Suman Kumar	09724749	Additional director	16,458	
Dr. Sujata Sharma	07775238	Nominee director	0	
Dr. Prof. Ram Naresh S	07571840	Director	0	07/04/2025
Shri Prasenjit Biswas	09398565	Director	0	
Shri Krishnan Sadagop	09397902	Director	0	
Dr. Dattatreya Rao Sirp	09400251	Director	0	
Shri Anuj Jain	AAIPJ5017A	CFO	450	
Shri Kamal Kumar Gwa	AAEPG4814A	Company Secretar	3,000	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ms. Sukla Mistry	09309378	Whole-time director	30/04/2024	Cessation
Shri Sunil Kumar	08467559	Nominee director	07/05/2024	Cessation
Dr. Sujata Sharma	07775238	Nominee director	11/05/2024	Appointment
Shri Shrikant Madha	06995642	Whole-time director	31/08/2024	Cessation
Shri Sujoy Choudhuri	09503285	Whole-time director	31/08/2024	Cessation
Shri Arvind Kumar	09224177	Whole-time director	17/07/2024	Appointment
Shri Arvinder Singh	10652030	Additional director	13/11/2024	Appointment
Shri Dilip Gogoi Lal	09398549	Director	23/11/2024	Cessation
Dr. Ashutosh Pant	03057160	Director	23/11/2024	Cessation
Dr. Dattatreya Rao S	09400251	Director	23/11/2024	Cessation
Shri Prasenjit Biswas	09398565	Director	23/11/2024	Cessation
Shri Sudipta Kumar	02534632	Director	23/11/2024	Cessation
Shri Krishnan Sadag	09397902	Director	23/11/2024	Cessation
Shri Suman Kumar	09724749	Additional director	26/02/2025	Appointment
Shri Prasenjit Biswas	09398565	Additional director	28/03/2025	Appointment
Shri Krishnan Sadag	09397902	Additional director	28/03/2025	Appointment
Dr. Dattatreya Rao S	09400251	Additional director	28/03/2025	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	09/08/2024	2,831,051	243	70.86

B. BOARD MEETINGS

*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/04/2024	16	16	100
2	30/05/2024	15	15	100
3	29/06/2024	15	15	100
4	30/07/2024	16	16	100
5	30/08/2024	16	16	100
6	30/09/2024	14	14	100
7	28/10/2024	14	14	100
8	23/11/2024	15	14	93.33
9	20/12/2024	9	9	100
10	27/01/2025	9	9	100
11	05/03/2025	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/04/2024	3	3	100
2	Audit Committee	30/05/2024	3	3	100
3	Audit Committee	29/06/2024	3	3	100
4	Audit Committee	30/07/2024	3	3	100
5	Audit Committee	30/08/2024	3	3	100
6	Audit Committee	28/10/2024	3	3	100
7	Audit Committee	27/01/2025	3	3	100
8	Audit Committee	05/03/2025	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Nomination an	06/01/2025	4	4	100
10	Stakeholders F	23/11/2024	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	Shri Arvinder S	4	4	100	2	2	100	
2	Shri Satish Ku	11	11	100	12	7	58.33	
3	Shri Nachimut	11	11	100	5	5	100	
4	Shri Anuj Jain	11	11	100	10	10	100	
5	Dr. Alok Sharr	11	11	100	0	0	0	
6	Ms. Rashmi G	11	11	100	9	9	100	
7	Shri Arvind Ku	8	8	100	2	2	100	
8	Shri Suman K	1	1	100	2	2	100	
9	Dr. Sujata Sha	10	9	90	0	0	0	
10	Dr. Prof. Ram	11	11	100	7	7	100	
11	Shri Prasenjit	8	8	100	10	10	100	
12	Shri Krishnan	8	8	100	1	1	100	
13	Dr. Dattatreya	8	8	100	6	6	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

11

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Arvinder Singh	Chairman (w.e.f. 2019)	2,550,192	0	0	0	2,550,192
2	Shri. Satish Kumar	Director (Marketing)	8,497,312	0	0	0	8,497,312
3	Shri N. Senthil Kumar	Director (Pipeline)	10,382,435	0	0	0	10,382,435
4	Shri Anuj Jain	Director (Finance)	9,121,732	0	0	0	9,121,732
5	Dr. Alok Sharma	Director (Research)	8,387,037	0	0	0	8,387,037
6	Ms. Rashmi Govil	Director (Human Resources)	10,455,251	0	0	0	10,455,251
7	Shri Arvind Kumar	Director (Refining)	6,387,116	0	0	0	6,387,116
8	Shri Suman Kumar	Director (Planning)	635,385	0	0	0	635,385
9	Ms. Sukla Mistry	Director (Refining)	12,810,140	0	0	0	12,810,140
10	Shri Shrikant Madhavan	Chairman (Upto 2019)	6,044,529	0	0	0	6,044,529
	Total		75,271,129	0	0	0	75,271,129

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Kamal Kumar Gwal	Company Secretary	9,779,331	0	0	0	9,779,331
	Total		9,779,331	0	0	0	9,779,331

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Dilip Gogoi Lal	Independent Director	0	0	0	360,000	360,000
2	Dr. Prof. Ashutosh	Independent Director	0	0	0	520,000	520,000
3	Dr. Dattatreya Rao	Independent Director	0	0	0	600,000	600,000
4	Shri Prasenjit Biswa	Independent Director	0	0	0	800,000	800,000
5	Shri Sudipta Kumar	Independent Director	0	0	0	640,000	640,000
6	Shri Krishnan Sada	Independent Director	0	0	0	520,000	520,000
7	Dr. Prof. Ram Nares	Independent Director	0	0	0	720,000	720,000
	Total		0	0	0	4,160,000	4,160,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Nrupang Dholakia

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

12884

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

IOCL - Draft MGT 8 - FY 24-25.pdf
Annexure - Annual Return 2024-25.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Indian Oil Corporation Limited
[CIN – L23201MH1959GOI011388]

Regd. Office: 'IndianOil Bhavan', G-9, Ali Yavar Jung Marg, Bandra (E), Mumbai - 400051
Tel: 022-26447327, **Email Id:** investors@indianoil.in, **Website:** www.iocl.com

Annexure to the Annual Return for the year 2024-25

IX (C) COMMITTEE MEETINGS

S.No.	Type of Meeting	Date of Meeting	Total number of members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Corporate Social Responsibility & Sustainable Development Committee Meeting	29-Jun-2024	6	5	83.33
12	Corporate Social Responsibility & Sustainable Development Committee Meeting	09-Jul-2024	6	6	100
13	Corporate Social Responsibility & Sustainable Development Committee Meeting	29-Aug-2024	6	5	83.33
14	Corporate Social Responsibility & Sustainable Development Committee Meeting	26-Oct-2024	6	5	83.33
15	Corporate Social Responsibility & Sustainable Development Committee Meeting	24-Jan-2025	5	4	80
16	Corporate Social Responsibility & Sustainable Development Committee Meeting	05-Mar-2025	5	5	100
17	Corporate Social Responsibility & Sustainable Development Committee Meeting	28-Mar-2025	5	5	100
18	Risk Management Committee Meeting	29-Jul-2024	7	7	100
19	Risk Management Committee Meeting	10-Feb-2025	7	6	85.72

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
11	Shri Sujoy Choudhury	Director (Planning & Business Development) (Upto 31.08.2024)	1,42,33,396	-	-	-	1,42,33,396

FORM NO. MGT 8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Indian Oil Corporation Limited (CIN: L23201MH1959GOI011388)** ("Company") as required to be maintained under the Companies Act, 2013 ("Act") and the rules made thereunder for the financial year ended on 31st March, 2025. In our opinion and to the best of our information and according to the examination carried out by us and explanations/confirmation furnished to us by the Company, its officers, and agents, we certify that:

- A.** The annual return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B.** During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder in respect of the following:
 - 1. Its status under the Act i.e. Listed Central Government Public Limited Company;
 - 2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
 - 3. (a) Filing of forms and returns with the Registrar of Companies within the permissible time;
(b) Filing of Form CRA - 2 and CRA – 4 for appointment of Cost Auditor and filing of Cost Audit Report respectively with the Central Government;
(c) The Company was not required to file any Form with Regional Director, Court, Tribunal, or any other Authority;
 - 4. (a) Calling/convening/holding meetings of Board of Directors and its Committees and the meeting of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed, except that during the period under review no meeting of Independent Directors was held pursuant to Schedule IV of the Act;
(b) There were no resolutions passed through Postal Ballot during the period review;
 - 5. In view of the discontinuation of the physical transfer of shares there was no Book Closure of Register of Members. The Company had fixed the cut-off date of 2nd August 2024 for the purpose of e-voting for the Annual General Meeting and record date of 12th July 2024 for the purpose for Final Dividend for 2023-2024;

6. The Company has not given advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. The Company has not entered into any contract or arrangement with related parties as specified in section 188 of the Act, except those entered on Arm's Length Basis and Ordinary Course of Business;
8. (a) The Company has not received any request for Physical Transfer of shares/securities during the period 1st April 2024 to 31st March 2025, hence was not required to issue security certificate(s)/Letter of Confirmation;
- (b) The Company has processed requests for transmission of equity shares and issued letter of confirmation within 30 days as per Securities and Exchange Board of India's operational guidelines dated 25th January, 2022;
- (c) During the year the Company has issued 2,50,000, 7.36% Unsecured, Listed, Rated, Taxable, Redeemable, Nonconvertible Debentures (Series - XXVI) of Rs.1,00,000 each aggregating to Rs. 2,500 crore on Private Placement basis on 16 July 2024 and 250000, 7.25% Unsecured, Listed, Rated, Taxable, Redeemable, Nonconvertible Debentures (Series - XXVII) of Rs.1,00,000 each aggregating to Rs. 2,500 crore on Private Placement basis on 6 January 2025;
- (d) The Company has Company has redeemed 25,000, 5.84% Unsecured, Listed, Rated, Taxable, Redeemable, Non-convertible Debentures (Series - XXII) of Rs.10,00,000 each aggregating to Rs. 2,500 crore on 16 April 2024 and 29,950, 6.39% Unsecured, Listed, Rated, Taxable, Redeemable, Non-convertible Debentures (Series - XVI) of Rs.10,00,000 each aggregating to Rs. 2,995 crore on Private Placement basis on 6 March 2025;
- (e) The Company has not bought back any securities or altered or reduced its share capital or converted any shares;
9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;
10. (a) Declaration and payment of the final dividend at the Annual General Meeting held on 9th August, 2024 for the financial year 2023-24, transfer of unpaid/unclaimed dividends as well as equity shares to the Investor Education and Protection Fund (IEPF) in accordance with Section 125 of the Act;
- (b) Apart from the aforesaid details the Company was not required to transfer any other amount to the IEPF;
11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub-section (3), (4) and (5) thereof;
12. (a) Constitution, Appointment, Re-appointment (including retirement by rotation) and Retirement of Directors, except that:

- i. The Board of Directors did not comprise of at least one-third of the total number of Directors as Independent Directors from 24.11.2024 to 31.03.2025 on its Board pursuant to Section 149(4) of the Act;
- ii. The Audit Committee did not have the requisite number of Independent Directors pursuant to Section 177 (2) of the Act from 24.11.2024 to 31.03.2025;
- iii. The Nomination and Remuneration Committee did not have one-half of its composition of Independent Directors from 24.11.2024 to 31.03.2025 pursuant to Section 178 (1) of the Act;

The Company has represented that being a Central Government Company the selection and appointment of Directors, terms of appointment and the remuneration payable to the Directors is decided by the Government of India as per the Government guidelines and not by the Board of Directors. Further in the absence of Non-Executive Directors, the Company had appointed Whole-time Directors in the Audit Committee and Nomination and Remuneration Committee to maintain the minimum number of committee members.

(b)Disclosures of the Directors, Key Managerial Personnel (KMP) and the remuneration paid to them;

(c) The Company has not appointed any Director for filling the casual vacancy on the Board of Directors of the Company;

13. Appointment of Auditors as per the provisions of Section 139(5) of the Act i.e. C&AG of India;

14. The Company was not required to seek approval from the Central Government, Tribunal, Regional Director, Registrar, Court, or such other authorities under the various provisions of the Act;

15. The Company has not accepted, renewed, or repaid any deposits;

16. (a) Borrowings from public financial institutions, banks, and others;

(b) The Company has created and modified charges during the period under review. There was no satisfaction of charge filed during the period under review;

(c) The Company has not borrowed any funds from its members, Directors;

17. (a) Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;

(b) Company has acquired 100% stake in Mercator Petroleum Limited (MPL) for a consideration of Rs. 154 crore;

18. The Company has not altered its Memorandum and Articles of Association during the period under review;

Place : Mumbai
Date :

For DHOLAKIA & ASSOCIATES LLP
(Company Secretaries)

UDIN:

Nrupang B. Dholakia
Managing Partner
FCS 10032 CP 12884

Peer Review Certificate No: 2404/2022
FRN: P2014MH034700

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