



ऑयल इंडिया लिमिटेड

(भारत सरकार का उद्यम) पंजीकृत कार्यालय: दुलियाजान, असम

**Oil India Limited**

(A Government of India Enterprise) Registered Office "Duliagan, Assam

प्लॉट. नं. 19, सेक्टर 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: 04.09.2020

**National Stock Exchange of India Ltd.**

Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051

**BSE Limited**

Department of Corporate Service  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

**Scrip: OIL**

**Scrip: 533106**

**Sub : Notice of 61<sup>st</sup> Annual General Meeting of members (AGM), Closure of Register of Members, Record Date and E-Voting Facility**

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

Sir / Madam,

This is in continuation to our Letter of even no. dated 02.09.2020 intimating that the 61<sup>st</sup> Annual General Meeting (AGM) of members of the Company which will be held on **Tuesday, the 29<sup>th</sup> September, 2020 at 11:00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM).**

We hereby further intimate the following :

1. Register of Members and Share Transfer Books of the Company will remain closed from **23<sup>rd</sup> September, 2020 to 29<sup>th</sup> September, 2020 (both days inclusive)** for the purpose of AGM and for ascertaining the eligibility of members for payment of Final Dividend 2019-20 @ Rs.1.60/- per share (16% of the paid-up capital) on the equity shares of the Company subject to approval of the members of the Company at the AGM.
2. Final Dividend, if approved at the AGM, will be paid /dispatched on or before 28<sup>th</sup> October, 2020 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 **22<sup>nd</sup> September, 2020, the record date.**

3. 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. Tuesday, 22<sup>nd</sup> September, 2020" in respect of the business(s) to be transacted at the 61<sup>st</sup> AGM. The Remote e-voting facility will be available during the following period:

<b>Commencement of E-Voting</b>	Friday, 25 <sup>th</sup> September, 2020 at 9:00 A.M.
<b>Closure of E-Voting</b>	Monday, 28 <sup>th</sup> September, 2020 at 5:00 P.M.

Those members, who intend to participate in the AGM through VC / OAVM facility and could not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through e-voting system during the AGM.

The detailed procedure for remote e-Voting and voting during the AGM is provided in the Notice. Copy of the Notice of 61<sup>st</sup> AGM of the Company is enclosed.

The Notice of the AGM is also hosted on the Company's website at [www.oil-india.com](http://www.oil-india.com) and on the website of e-voting Agency, National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The above is for your information & records please.

Thanking you,

Yours faithfully,  
**For Oil India Limited**



(A.K. Sahoo)  
Company Secretary &  
Compliance Officer

**Copy to:**

- National Securities Depository Limited**  
Trade World, A wing, 4<sup>th</sup> Floor,  
Kamala Mills Compound, Lower Parel,  
Mumbai – 400013
- Central Depository Services (India) Limited**  
Marathon Futurex, A-Wing, 25<sup>th</sup> floor,  
NM Joshi Marg, Lower Parel (East),  
Mumbai – 400013
- KFin Technologies Private Limited, RTA**  
Selenium Building, Tower-B, Plot No. - 31 & 32,  
Financial District Nanakramguda, Serilingampally,  
Hyderabad, Rangareddi Telangana, India 500032



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 61<sup>st</sup> Annual General Meeting of the Members of Oil India Limited will be held on Tuesday, the 29<sup>th</sup> day of September, 2020 at 11:00 AM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), to transact the following business(s):

### (A) ORDINARY BUSINESS

**61.01.** To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2020 together with the Report of the Board of Directors, Reports of the Auditors and Comments of the Comptroller & Auditor General of India thereof.

**61.02.** To confirm the payment of Interim Dividend [Rs. 9 per share i.e 90% of the paid-up capital] and to declare Final Dividend [Rs. 1.60 per share i.e 16% of the paid-up capital] for the financial year 2019-20 on the equity shares of the Company.

**61.03.** To appoint a Director in place of Shri Biswajit Roy (DIN: 07109038), who retires by rotation and being eligible, offers himself for re-appointment.

**61.04.** 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 2020-21.

### (B) SPECIAL BUSINESS

#### 61.05. Ratification of the remuneration of the Cost Auditor for financial year 2020-21

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 (the Act) and the Companies (Audit and Auditors) Rules, 2014, M/s Shome & Banerjee, Cost Accountants, the Cost Auditor appointed by Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year 2020-21, 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 acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 61.06. Appointment of Shri Harish Madhav (DIN: 08489650) as Director (Finance) of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), rules made thereunder, **Shri Harish Madhav (DIN: 08489650)**, who was appointed as Director (Finance), by the President of India vide Letter No. CA-31014/2/2018-PNG (25626) dated 2nd August, 2019 and subsequently inducted as an Additional Director in terms of Section 161 of the Companies Act, 2013 [designated as Director (Finance)] by the Board of Directors of the Company to hold office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature as a Director, be and is hereby appointed as Director (Finance) of the Company on the terms and conditions determined by the Govt. of India and shall be liable to retire by rotation."



#### 61.07. Appointment of Shri Anil Kaushal (DIN: 08245841) as Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Shri Anil Kaushal (DIN: 08245841)**, who was appointed as a Non-official Part-time Director by the President of India for a period of three years vide letter no. C-31033/2/2018-CA/PNG (25758), dated 12<sup>th</sup> July, 2019 and subsequently inducted as an Additional Director in terms of Section 161 of the Companies Act, 2013, [designated as Independent Director] by the Board of Directors of the Company to hold office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature as a Director, be and is hereby appointed as Independent Director of the Company and shall not be liable to retire by rotation."

#### 61.08. Appointment of Dr. Tangor Tapak (DIN: 08516744) as Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules framed thereunder, read with schedule IV to the Act, as amended from time to time, **Dr. Tangor Tapak (DIN: 08516744)**, who was appointed as a Non-official Part-Time Director by the President of India for a period of three years vide letter no. C-31033/2/2018-CA/PNG (25758), dated 12<sup>th</sup> July, 2019 and subsequently inducted as an Additional Director in terms of Section 161 of the Companies Act, 2013, [designated as Independent Director] by the Board of Directors of the Company to hold office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature as a Director, be and is hereby appointed as Independent Director of the Company and shall not be liable to retire by rotation."

#### 61.09. Appointment of Shri Gagann Jain (DIN: 08516710) as Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Shri Gagann Jain (DIN: 08516710)**, who was appointed as a Non-official Part-Time Director by the President of India for a period of three years vide letter no. C-31033/2/2018-CA/PNG (25758), dated 12<sup>th</sup> July, 2019 and subsequently inducted as an Additional Director in terms of Section 161 of the Companies Act, 2013, [designated as Independent Director] by the Board of Directors of the Company to hold office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature as a Director, be and is hereby appointed as Independent Director of the Company and shall not be liable to retire by rotation."

#### 61.10 Appointment of Shri Sushil Chandra Mishra (DIN: 08490095) as Chairman & Managing Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), rules made thereunder, **Shri Sushil Chandra Mishra (DIN: 08490095)**, who was appointed as Chairman and Managing Director, by the President of India vide Letter No. CA-31014/3/2017-PNG dated 03<sup>rd</sup> September, 2019 and subsequently inducted as an Additional Director in terms of Section 161 of the Companies Act, 2013 [designated as Chairman and Managing Director] by the Board of Directors of the Company w.e.f. 1st October, 2019 to hold office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature as a Director, be and is hereby appointed as Chairman and Managing Director of the Company on the terms and conditions determined by the Govt. of India and shall not be liable to retire by rotation."

**61.11. Appointment of Shri Pankaj Kumar Goswami (DIN: 08716147) as Director (Operations) of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), rules made thereunder, **Shri Pankaj Kumar Goswami (DIN: 08716147)**, who was appointed as Director (Operations), by the President of India vide Letter No. CA-31014/3/2018-PNG (25729) dated 24<sup>th</sup> February, 2020 and subsequently inducted as an Additional Director in terms of Section 161 of the Companies Act, 2013 [designated as Director (Operations)] by the Board of Directors of the

Company w.e.f. 1<sup>st</sup> June, 2020 to hold office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature as a Director, be and is hereby appointed as Director (Operations) of the Company on the terms and conditions determined by the Govt. of India and shall be liable to retire by rotation."

**By Order of the Board  
For Oil India Limited  
Sd/-**

**Place: Noida  
Date: 04.09.2020**

**(A.K. Sahoo)  
Company Secretary**

## NOTES

1. Considering the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted to convene the Annual General Meeting ("AGM"/"Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through Video Conferencing. National Securities Depository Limited (NSDL) will be the service provider for the E-AGM and for providing the Remote e-Voting facility. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Pursuant to 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA / Depositories. Notice has also been uploaded on the website of the Company at <https://www.oil-india.com> and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nse-india.com](http://www.nse-india.com) respectively and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. The Attendance of the Members joining the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM is being conducted through VC/OAVM and no physical presence is required, therefore Attendance slip, Proxy form and Route Map of venue are not forming part of the Notice.
7. The Members can join the meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the notice.
8. The facility of participation at AGM through VC/OAVM will be made on first come first served basis.
9. A brief profile and information of director(s) being appointed / re-appointed is annexed hereto.
10. 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.
11. Members are informed that in case of joint holders joining the meeting, only such joint holder who is first in the order of names will be entitled to vote.
12. Relevant documents referred to in the accompanying notice will also be available electronically for Inspection without any fees, by the members from the date of circulation of this Notice upto 29<sup>th</sup> September, 2020 (10.00 AM) i.e the date of the Annual General Meeting. Members seeking to inspect such documents can send an email at [investors@oilindia.in](mailto:investors@oilindia.in).
13. The Register of Members and the Share Transfer Books of the Company will remain closed from **23<sup>rd</sup> September, 2020**

- to 29<sup>th</sup> September, 2020 (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 22<sup>nd</sup> September, 2020.
14. 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.
  15. 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 / RTA, KFin Technologies Private Limited (KFin).
  16. 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.
  17. Pursuant to the provisions of the Companies Act, 2013, the Company has transferred all unclaimed dividends declared upto the financial year 2012-13 (Second Interim) 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 2012-13, unclaimed Interim Dividend 2013-14 and Second Interim Dividend 2013-14 along with the concerned unclaimed shares will also be transferred to the IEPF within the respective timelines.
  18. 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 requested to submit their PAN, if not submitted earlier, 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.
  19. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Therefore, Members holding shares in physical form are advised to dematerialize their shares.
  20. Non-Resident Indian members are requested to inform KFin 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.
  21. 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 National Securities Depositories Limited (NSDL) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting). **Shri Manish Gupta, Senior Partner, M/s RMG & Associates** has been appointed as Scrutinizer for conducting voting for the AGM.
  22. The voting rights of members shall be in proportion to their shares to the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, **22<sup>nd</sup> September, 2020**.

#### **INSTRUCTIONS ON TAX DEDUCTIBLE AT SOURCE ON DIVIDEND:**

Members may note that pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

In this regard, please refer to the FAQs and submission of required documents on our website ([www.oil-india.com](http://www.oil-india.com)) under the Section - Investor Services. Shareholders are requested to

note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to investors@oilindia.in.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, 25<sup>th</sup> September,

2020 at 9:00 A.M. and ends on Monday, 28<sup>th</sup> September, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

### Details on Step 1 is mentioned below:

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 is given below:

##### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manish@rmgcs.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email id - [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@oilindia.in](mailto:investors@oilindia.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to their respective Depository Participant.

### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending request mentioning their name, demat account number/folio number, email id, mobile number during 23.09.2020 to 26.09.2020 at [investors@oilindia.in](mailto:investors@oilindia.in).
6. Shareholders who would like to express their views/have questions may also send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investors@oilindia.in](mailto:investors@oilindia.in). The same will be replied by the Company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## EXPLANATORY STATEMENT

### ITEM NO. 61.05

The Board, on the recommendation of the Audit & Ethics Committee, has approved the appointment of **M/s Shome & Banerjee, Cost Accountants** as Cost Auditor of the Company at an aggregate remuneration of Rs. 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, 2021. 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, 2021.

None of the Director(s) / Key Managerial Personnel of the Company is interested or concerned in the resolution.

The Board recommends the resolution for your ratification.

### ITEM NO. 61.06

**Shri Harish Madhav (DIN: 08489650)** was appointed as Director (Finance) of the Company by the President of India vide Letter No. CA-31014/2/2018-PNG (25626) dated 2<sup>nd</sup> August, 2019 issued by Ministry of Petroleum and Natural Gas and subsequently inducted as an Additional Director [designated as Director (Finance)] by the Board of Directors to hold office upto the date of this Annual General Meeting. The Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Shri Harish Madhav for the office of Director (Finance). Shri Harish Madhav, if appointed, will be liable to retire by rotation. The terms and conditions regulating the appointment are determined by the Government of India.

Shri Harish Madhav is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

None of the Director(s) / Key Managerial Personnel of the Company except Shri Harish Madhav is interested or concerned in the resolution.

The Board recommends the resolution for your approval.

### ITEM NO. 61.07

**Shri Anil Kaushal (DIN: 08245841)** was appointed as Non-official Part-Time Director of the Company by the President of India vide Letter No. C-31033/2/2018-CA/PNG (25758), dated 12<sup>th</sup> July, 2019 issued by Ministry of Petroleum and Natural Gas and subsequently inducted as an Additional Director (designated as Independent Director) to hold office upto this Annual General Meeting. The Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Shri Anil Kaushal for the office of Director.

Shri Anil Kaushal, if appointed, will not be liable to retire by rotation. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

None of the Director(s) / Key Managerial Personnel of the Company except Shri Anil Kaushal is interested or concerned in the resolution.

The Board recommends the resolution for your approval.

**ITEM NO. 61.08**

**Dr. Tangor Tapak (DIN: 08516744)** was appointed as Non-official Part-Time Director of the Company by the President of India vide Letter No. C-31033/2/2018-CA/PNG (25758), dated 12th July, 2019 issued by Ministry of Petroleum and Natural Gas, Government of India and subsequently inducted as an Additional Director (designated as Independent Director) to hold office upto this Annual General Meeting. The Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Dr. Tangor Tapak for the office of Director.

Dr. Tangor Tapak, if appointed, will not be liable to retire by rotation. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a director.

None of the Director(s) / Key Managerial Personnel of the Company except Dr. Tangor Tapak is interested or concerned in the resolution.

The Board recommends the resolution for your approval.

**ITEM NO. 61.09**

**Shri Gagann Jain (DIN: 08516710)** was appointed as Non-official Part-Time Director of the Company by the President of India vide Letter No. C-31033/2/2018-CA/PNG (25758), dated 12<sup>th</sup> July, 2019 issued by Ministry of Petroleum and Natural Gas, Government of India and subsequently inducted as an Additional Director (designated as Independent Director) to hold office upto this Annual General Meeting. The Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Shri Gagann Jain for the office of Director.

Shri Gagann Jain, if appointed, will not be liable to retire by rotation. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

None of the Director(s) / Key Managerial Personnel of the Company except Shri Gagann Jain is interested or concerned in the resolution.

The Board recommends the resolution for your approval.

**ITEM NO. 61.10**

**Shri Sushil Chandra Mishra (DIN: 08490095)** was appointed as Chairman and Managing Director of the Company by the President of India vide Letter No. CA-31014/3/2017-PNG

dated 3<sup>rd</sup> September, 2019 issued by Ministry of Petroleum and Natural Gas (MoP&NG) and subsequently inducted as an Additional Director [Designated as Chairman and Managing Director] by the Board of Directors w.e.f 1<sup>st</sup> October, 2019 to hold office upto this Annual General Meeting. The Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Shri Sushil Chandra Mishra for the office of the Chairman and Managing Director of the Company. Shri Sushil Chandra Mishra, if appointed, will not be liable to retire by rotation. The terms and conditions regulating the appointment of Shri Sushil Chandra Mishra are to be determined by the Government of India.

Shri Sushil Chandra Mishra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

None of the Directors(s) / Key Managerial Personnel of the Company except Shri Sushil Chandra Mishra is interested or concerned in the resolution.

The board recommends the resolution for your approval.

**ITEM NO. 61.11**

**Shri Pankaj Kumar Goswami (DIN: 08716147)** was appointed as Director (Operations) of the Company by the President of India vide Letter No. CA-31014/3/2018-PNG (25729) dated 24th February, 2020 issued by Ministry of Petroleum and Natural Gas and subsequently inducted as an Additional Director [Designated as Director (Operations)] by the Board of Directors w.e.f. 1<sup>st</sup> June, 2020 to hold office upto the date of this Annual General Meeting. The Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Shri Pankaj Kumar Goswami for the office of Director (Operations). Shri Pankaj Kumar Goswami, if appointed, will be liable to retire by rotation. The terms and conditions regulating the appointment are determined by the Government of India.

Shri Pankaj Kumar Goswami is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

None of the Director(s) / Key Managerial Personnel of the Company except Shri Pankaj Kumar Goswami is interested or concerned in the resolution.

The Board recommends the resolution for your approval.



## BRIEF PROFILE / INFORMATION OF DIRECTOR (S) BEING APPOINTED / RE-APPOINTED

Name of the Director	Date of Birth	Date of Appointment	No. of Shares held	Qualification(s) and Experience in Specific Functional Areas	Directorship held in other Companies including Companies incorporated outside India	Membership/ Chairmanship of Board Committees of all Companies in which they are Directors
Shri Biswajit Roy	01.07.1961	08.05.2015	Nil	<p>Shri. Biswajit Roy is a graduate in Chemical Engineering from University of Roorkee (now, IIT Roorkee). He completed National Management Programme (NMP) from Management Development Institute (MDI), Gurgaon.</p> <p>He has over 37 years of rich experience in the Oil Industry, spanning across a spectrum of diverse functions such as Marketing, Operations, Business Development, Human Resources, besides a stint at the Overseas Office of Indian Oil at Dubai.</p>	<ol style="list-style-type: none"> <li>Oil India (USA) Inc.</li> <li>JSC Vankorneft</li> <li>Taas - Yuryakh Neftegazodbycha LLC</li> <li>Beas Rovuma Energy Mozambique Ltd., BVI</li> <li>Carabobo Ingenieria Y Construcciones, S.A. (CICSA)</li> <li>PetroCarabobo, S.A.</li> <li>Oil India Sweden AB</li> <li>Oil India International Limited (Under Liquidation)</li> </ol>	<p>Oil India Limited - Member, Stakeholders' Relationship Committee</p>
Shri Harish Madhav	05.06.1964	02.08.2019	Nil	<p>Shri Harish Madhav is a Member of the Institute of Chartered Accountants of India (ICAI).</p> <p>Shri Madhav has over 30 years of rich and varied experience in Oil &amp; Gas industry in both Upstream and Downstream sectors. He has served as Executive Director (Finance) at Oil India's Corporate office and was also functioning as the Chief Financial Officer (CFO) handling a diverse gamut of finance and accounting functions covering International Fund Raising, Treasury Management, Corporate Strategy, Risk Management, Corporate Accounts &amp; Audit, and Budgeting.</p>	<ol style="list-style-type: none"> <li>Oil India (USA) Inc.</li> <li>Brahmaputra Cracker and Polymer Limited</li> <li>Oil India International Limited (Under Liquidation)</li> </ol>	<ol style="list-style-type: none"> <li>Brahmaputra Cracker and Polymer Limited - Member, Audit Committee</li> <li>Oil India Limited - Member, Stakeholders' Relationship Committee</li> </ol>

Name of the Director	Date of Birth	Date of Appointment	No. of Shares held	Qualification(s) and Experience in Specific Functional Areas	Directorship held in other Companies including Companies incorporated outside India	Membership/ Chairmanship of Board of Committees of all Companies in which they are Directors
Shri Anil Kaushal	17.06.1954	09.08.2019	649	Shri Anil Kaushal belongs to 1976 batch of Indian Telecom Service (ITS) and holds B.Tech. in Electronics and MBA degree in Finance, carrying an experience of about four decades in the field of Telecommunications and Management. He was Member (Technology), Telecom Commission and ex-officio Secretary to Govt. of India, Ministry of Communications. He had held various positions in Government and BSNL where he was involved in planning, operations, procurement and standardization etc.	Nil	1. Oil India Limited - Member, Audit and Ethics Committee
Shri Gagann Jain	06.01.1973	09.08.2019	Nil	Shri Gagann Jain is a Chartered Accountant (1999) and holds a BSc. degree from North Eastern Hill University. He joined General Electric (GE) in India and was earmarked for an Action Leadership Program which transferred him to GE Appliances in Louisville, Kentucky USA and to GE Capital in Stamford, Connecticut USA. Shri Gagann Jain is an expert in Six Sigma methodology and has won several accolades for his work in GE in the realm of Financial Planning and Analysis. Shri Jain has also worked briefly with Ocwen Financial Solutions in Florida, USA. On his return from USA, Shri Jain worked actively towards the welfare of the youth of his home State of Meghalaya and became the Founder Director of Shillong Centre of Sikkim Manipal University and continues to work for the upliftment of rural schools for tribal children.	Nil	-

Name of the Director	Date of Birth	Date of Appointment	No. of Shares held	Qualification(s) and Experience in Specific Functional Areas	Directorship held in other Companies including Companies incorporated outside India	Membership/ Chairmanships of Board Committees of all Companies in which they are Directors
Dr. Tangor Tapak	05.02.1962	09.08.2019	Nil	Dr. Tangor Tapak is the Patron, founder and member of many social organisations in the rural areas of Arunachal Pradesh and served as Member of Legislative Assembly (MLA), Arunachal Pradesh for two terms representing 37 Pasighat West (ST) Assembly Constituency and Minister for Health & Family Welfare, Government of Arunachal Pradesh (1999-2004). He possesses medical professional degree (M.B.B.S) from Premiere Institute of Sarojini Naidu Medical College, Agra University, Uttar Pradesh and had served as Medical Officer in the Department of Health & family Welfare, Govt. of Arunachal Pradesh for 5 (five) years in different locations in the State.	Nil	Oil India Limited - Member, Stakeholders' Relationship Committee
Shri Sushil Chandra Mishra	01.07.1962	01.10.2019	4500	Shri S.C. Mishra possesses a Bachelor's Degree (BE) in Electronics and an MBA in Finance. An accomplished professional with cross-functional domestic and international experience, Shri Mishra has track record of delivering stretched results. He has over 36 years of experience in Oil India Limited in diverse functions like ERP, Strategic Planning, E&P Projects, Corporate affairs, managing renewable energy portfolio & business development etc. Shri Mishra acquired significant Board level exposure at corporate office at the time of launch of OIL's IPO in 2009 and developing the Strategic Plan 2020. Shri Mishra was responsible for successfully implementing India's first and deepest Cyclic Steam Stimulation (CSS) process - a technology to produce heavy crude oil. Known for his people skills & quick decision making abilities, Shri Mishra has deep understanding of OIL's culture with proven ability to work creatively and analytically in a problem-solving environment.	1. Numaligarh Refinery Ltd. 2. Oil India (USA) Inc.	-

Name of the Director	Date of Birth	Date of Appointment	No. of Shares held	Qualification(s) and Experience in Specific Functional Areas	Directorship held in other Companies including Companies incorporated outside India	Membership/ Chairmanships of Board of Committees of all Companies in which they are Directors
Shri Pankaj Kumar Goswami	10.09.1964	01.06.2020	6000	<p>Shri P.K. Goswami possesses a Bachelor's Degree (BE) in Mechanical Engineering from Assam Engineering College, Guwahati and has also completed an advanced Post-Graduate Diploma in Maintenance Management in 2001.</p> <p>With more than 31 years of rich experience in oil &amp; gas production activities at Assam &amp; Assam-Arakan Basin in Northeast India, Mr. Goswami has conceptualized many out-of-box ideas including implementation of produced water re-injection scheme and study of corrosion in vertical and horizontal flow regime of gas wells having Carbon-dioxide thereby resolving serious safety issues.</p> <p>He carries the distinction of being a hard-core oil-man with deep learning on geology, drilling and most importantly the social fabric of a difficult exploration terrain of the states of Assam and Arunachal Pradesh.</p>	Nil	Oil India Limited - Member, Stakeholders' Relationship Committee