



# OIL INDIA LIMITED

Regd. Office: P.O. Duliajan, Distt. Dibrugarh, Assam – 786 602

## NOTICE

NOTICE is hereby given that the 54<sup>th</sup> Annual General Meeting of the Shareholders of Oil India Limited will be held on Saturday, the 21<sup>st</sup> day of September, 2013 at 11.00 AM at Bihutoli, Duliajan, Distt. Dibrugarh, Assam-786 602, to transact the following business:-

### (A) ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2013 and the Statement of Profit & Loss for the year ended on that date together with Reports of the Auditors, Directors and Comments of the Comptroller & Auditor General of India thereon.
2. To confirm the payment of Interim Dividend and Second Interim and to declare the Final Dividend for the financial year 2012-13 on the equity shares of the Company.
3. To appoint a Director in place of Shri T.K. Ananth Kumar, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Smt. Rashmi Aggarwal, who retires by rotation and being eligible, offers herself for reappointment.
5. To authorise 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 2013-14.

### (B) SPECIAL BUSINESS

#### 6. **APPOINTMENT OF SHRI ANUP MUKERJI AS NON-OFFICIAL PART-TIME 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 Shri Anup Mukerji who was appointed as Non-Official Part-time Director vide letter no. C-34011/11/19/2005-CA dated 03.09.2012 issued by Ministry of Petroleum and Natural Gas,

Government of India and who holds office up to this Annual General Meeting as an Additional Director (w.e.f 16.09.2012) and in respect of whom the Company has received a notice in writing from a member pursuant to provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company liable to retire by rotation.”

#### 7. **APPOINTMENT OF SHRI SURESH CHAND GUPTA AS NON-OFFICIAL PART-TIME 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 Shri. Suresh Chand Gupta who was appointed as Non-Official Part-time Director vide letter no. C-34011/11/19/2005-CA dated 03.09.2012 issued by Ministry of Petroleum and Natural Gas, Government of India and who holds office up to this Annual General Meeting as an Additional Director (w.e.f 16.09.2012) and in respect of whom the Company has received a notice in writing from a member pursuant to provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company liable to retire by rotation.”

#### 8. **APPOINTMENT OF SHRI BHASKAR RAMAMURTHI AS NON-OFFICIAL PART-TIME DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Bhaskar Ramamurthi who was appointed as Non-Official Part-time Director vide letter no. C-34011/11/19/2005-CA dated 03.09.2012 issued by Ministry of Petroleum and Natural Gas, Government of India and who holds office up to this Annual General Meeting as an Additional Director (w.e.f 16.09.2012) and in respect of whom the Company has received a notice in writing from a member pursuant to provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company liable to retire by rotation.”



**9. APPOINTMENT OF SHRI SHEKHAR CHAUDHURI AS NON-OFFICIAL PART-TIME DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Shekhar Chaudhuri who was appointed as Non-Official Part-time Director vide letter no. C-34011/11/19/2005-CA dated 03.09.2012 issued by Ministry of Petroleum and Natural Gas, Government of India and who holds office up to this Annual General Meeting as an Additional Director (w.e.f 16.09.2012) and in respect of whom the Company has received a notice in writing from a member pursuant to provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company liable to retire by rotation.”

**10. APPOINTMENT OF SHRI GAUTAM BARUA AS NON-OFFICIAL PART-TIME DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Gautam Barua who was appointed Non-Official Part-time Director vide letter no. C-34011/11/19/2005-CA dated 03.09.2012 issued by Ministry of Petroleum and Natural Gas, Government of India and who holds office up to this Annual General Meeting as an Additional Director (w.e.f 16.09.2012) and in respect of whom the Company has received a notice in writing from a member pursuant to provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company liable to retire by rotation.”

**11. APPOINTMENT OF SHRI NALIN KUMAR SRIVASTAVA AS GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Nalin Kumar Srivastava who was appointed Government Nominee Director vide letter no. C-31033/1/2012-CA dated 13.08.2013 issued by Ministry of Petroleum and Natural Gas, Government of India and who holds office up to this Annual General Meeting as an Additional Director

(w.e.f 22.08.2013) and in respect of whom the Company has received a notice in writing from a member pursuant to provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company liable to retire by rotation.”

By Order of the Board  
OIL INDIA LIMITED  
Sd/-

(S. R. Krishnan)  
Company Secretary

Place: NOIDA  
Dated: 24.08.2013

**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS/HER PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DEPOSITED DULY STAMPED AND EXECUTED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**
2. No person shall be entitled to attend and vote at the meeting as a duly authorized representative of a company or any other body corporate which is a shareholder of the Company, unless a copy of the resolution appointing him/her as a duly authorized representative, certified to be true, shall have been deposited at the Registered Office/Corporate Office of the Company.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 14.09.2013 to 21.09.2013 (both days inclusive). Final Dividend, if approved at the Annual General Meeting, will be paid to those Members whose names appear on the Register of Members as on 21.09.2013 after giving effect of transfer received till 13.09.2013 and to the Beneficial Owners as per lists furnished by NSDL & CDSL as on 13.09.2013 after closing hours.
4. In terms of Articles of Association of the Company read with Section 256 of the Companies Act, 1956, Shri. T.K.Ananth Kumar and Mrs. Rashmi Aggarwal are Directors who retire by rotation and offer themselves for re-appointment. Brief Resume of Directors seeking appointment and re-appointment as mandated under Clause 49 of the Listing Agreement with Stock Exchanges is annexed hereto as part of the Notice. The relevant explanatory statement pursuant to Section 173(2) of the Companies Act,



1956 in respect of Special Business as set out above is annexed hereto.

5. Members may send their requests for Non-receipt of Shares, change / updation of Address, Bank A/c details, ECS mandate, Email address, Nominations:
  - (i) For shares held in dematerialised form - to their respective Depository Participant i.e. the agency where the demat account has been opened.
  - (ii) For shares held in physical form - to the RTA, M/s Karvy Computershare Private Limited, Hyderabad.
6. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of the Annual Report. No extra attendance slip and/or Annual Report will be provided at the venue of the Annual General Meeting.
7. During the year, the balance lying in the Unpaid Final Dividend Account 2005-06 of the Company will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have not encashed their dividend warrants pertaining to the said year may approach the Company for obtaining payments thereof at the earliest. Reminder letters to the respective members, whose names are appearing in the unpaid list of the Company, have already been dispatched.
8. The ISIN for the equity shares of the Company is INE274J01014. Members, who desire to have their holding of shares dematerialized are requested to approach the Company's RTA through a Depository Participant.
9. In terms of Section 109A of the Companies Act, 1956, Members are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to M/s. Karvy Computershare Private Limited.

#### **EXPLANATORY STATEMENT PURSUANT TO SEC.173 (2) OF THE COMPANIES ACT, 1956**

##### **ITEM NO. 6**

Shri Anup Mukerji who was appointed as Non-Official Part-time Director on the Board of the Company by the President of India holds office upto the conclusion

of the ensuing Annual General Meeting being an additional Director. The Company has received a notice in writing from a Member of the Company pursuant to Section 257 of the Companies Act, 1956, signifying his intention to propose Shri. Anup Mukerji as a candidate for the office of Director.

The Board, therefore, recommends this ordinary resolution for the appointment of Shri. Anup Mukerji as a Director of the Company and liable to retire by rotation.

None of the Directors except Shri Anup Mukerji is interested or concerned in the respective resolution.

##### **ITEM NO. 7**

Shri. Suresh Chand Gupta who was appointed as Non-Official Part-time Director on the Board of the Company by the President of India holds office upto the conclusion of the ensuing Annual General Meeting being an additional Director. The Company has received a notice in writing from a Member of the Company pursuant to Section 257 of the Companies Act, 1956, signifying his intention to propose Shri. Suresh Chand Gupta as a candidate for the office of Director.

The Board, therefore, recommends this ordinary resolution for the appointment of Shri. Suresh Chand Gupta as a Director of the Company and liable to retire by rotation.

None of the Directors except Shri.Suresh Chand Gupta is interested or concerned in the respective resolution.

##### **ITEM NO. 8**

Shri Bhaskar Ramamurthi who was appointed as Non-Official Part-time Director on the Board of the Company by the President of India holds office upto the conclusion of the ensuing Annual General Meeting being an additional Director. The Company has received a notice in writing from a Member of the Company pursuant to Section 257 of the Companies Act, 1956, signifying his intention to propose as a candidate for the office of Director.

The Board, therefore, recommends this ordinary resolution for the appointment of Shri. Bhaskar Ramamurthi as a Director of the Company and liable to retire by rotation.



None of the Directors except Shri. Bhaskar Ramamurthi is interested or concerned in the respective resolution.

**ITEM NO. 9**

Shri Shekhar Chaudhuri who was appointed as Non-Official Part-time Director on the Board of the Company by the President of India holds office upto the conclusion of the ensuing Annual General Meeting being an additional Director. The Company has received a notice in writing from a Member of the Company pursuant to Section 257 of the Companies Act, 1956, signifying his intention to propose Shri. Shekhar Chaudhuri as a candidate for the office of Director.

The Board, therefore, recommends this ordinary resolution for the appointment of Shri. Shekhar Chaudhuri as a Director of the Company and liable to retire by rotation.

None of the Directors except Shri Shekhar Chaudhuri is interested or concerned in the respective resolution

**ITEM NO. 10**

Shri Gautam Barua who was appointed as Non-Official Part-time Director on the Board of the Company by the President of India holds office upto the conclusion of the ensuing Annual General Meeting being an additional Director. The Company has received a notice in writing from a Member of the Company pursuant to Section 257 of the Companies Act, 1956, signifying his intention to propose Shri Gautam Barua as a candidate for the office of Director.

The Board, therefore, recommends this ordinary resolution for the appointment of Shri. Gautam Barua as a Director of the Company and liable to retire by rotation.

None of the Directors except Shri Gautam Barua is interested or concerned in the respective resolution.

**ITEM NO. 11**

Shri Nalin Kumar Srivastava who was appointed as Government Nominee Director on the Board of the Company by the President of India holds office upto the conclusion of the ensuing Annual General Meeting being an additional Director. The Company has received a notice in writing from a Member of the Company pursuant to Section 257 of the Companies Act, 1956, signifying his intention to propose Shri Nalin Kumar Srivastava as a candidate for the office of Director.

The Board, therefore, recommends this ordinary resolution for the appointment of Shri. Nalin Kumar Srivastava as a Director of the Company and liable to retire by rotation.

None of the Directors except Shri Nalin Kumar Srivastava is interested or concerned in the respective resolution.

**IMPORTANT COMMUNICATION TO MEMBERS**

Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued Circulars stating that service of documents including Annual Report to the members can be made through electronic mode. In order to support the said initiative, Oil India has sent the copy of the Annual Report for the year 2012-13 along with the notice convening the Annual General Meeting through email to those members who have registered their email id with the DPs / R&T Agent and have opted not to receive the Annual Report in physical form.

MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ID ARE REQUESTED TO DO SO AT THE EARLIEST WITH THEIR RESPECTIVE DP (FOR SHARES HELD IN DEMAT / ELECTRONIC FORM) OR WITH THE REGISTRAR & TRANSFER AGENT / COMPANY (FOR SHARES HELD IN PHYSICAL FORM).



<b>Name of Director</b>	<b>Shri. T.K. Ananth Kumar</b>	<b>Smt. Rashmi Aggarwal</b>	<b>Shri. Anup Mukerji</b>	<b>Sh. Suresh Chand Gupta</b>
<b>Date of Birth</b>	01.10.1953	10.12.1968	12.09.1951	08.02.1954
<b>Date of Appointment</b>	18.01.2007	08.08.2012	16.09.2012	16.09.2012
<b>Qualification</b>	B.Com , Osmania University FCA (Chartered Accountant)	MA (History)	M.Sc (Physics), Delhi University M.Sc (Finance), University of Strathclyde	B.Com, Punjab University LL.B. Delhi University FCA (Chartered Accountant)
<b>No. of shares held</b>	NIL	NIL	NIL	NIL
<b>Experience in specific functional areas</b>	<p>Currently Holding the Position of Director (Finance); Enriched and wide experience of about 33 years in Oil and Petroleum Industry and responsible for the entire financial management as well as the strategic management and investor relations of the Company.</p> <p>He played stupendous leadership role in OIL 'IPO' during 2009-2010 and had received appreciation from MOP&amp;NG and DoD.</p> <p>He had also served NRL as Director (Finance) for over three year and prior to that, he worked with HPCL for 23 years.</p> <p>He is also a Director in Brahmaputra Cracker &amp; Polymer Limited (BCPL) apart from member in Remuneration &amp; HR Committee. Mr. T.K. Ananth Kumar has been honored with "CFO 100 Roll of Honour 2012" under "Winning Edge" in "Risk Management" for second time in succession i.e. for 2011 &amp; 2012. He was also honored with "Best CFO under PSU Category – 2011" by ICAI. Recently, he has been conferred with 'IPE BFSI – Achievers and Leaders Award (Finance) by IPE.</p>	<p>Director in Ministry of Petroleum and Natural Gas from April 15, 2009.</p> <p>Belongs to Indian Audit and Accounts Service 1994 batch and worked at middle Management level in the Government for the Past 19 years.</p> <p><u>Experience:</u></p> <ol style="list-style-type: none"> <li>1. Audit of Commercial Entities in the Government.</li> <li>2. Tax Audit of the State.</li> <li>3. Power Sector Audit.</li> <li>4. Audit of International Organisations like UN Bodies (FAO &amp; WHO)</li> <li>5. Policy matters of Petroleum &amp; Natural Gas Ministry, downstream and upstream as Director in the Ministry.</li> </ol>	<p>He joined the Indian Administrative Service on 14th July, 1974 and was allotted his home cadre, Bihar. During his more than 37 years of service, he worked in various capacities with Bihar Government and Government of India. He has held various positions in the Departments of Revenue and Land Reforms, Public Health Engineering, Relief and Rehabilitation, and Rural Development, and in public enterprises in Bihar, served as Private Secretary to Union Minister of State of Education and Culture, PS to Union Minister of State of Water Resources, PS to Union Minister of State for Industry, Joint Secretary, Department of Heavy Industry, Joint Secretary, Cabinet Secretariat, Additional Secretary, Defence Production, Government of India and Chief Secretary, Bihar.</p>	<p>Mr. S.C. Gupta is a practicing Chartered Accountant and a Senior Partner of M/s Suresh Chandra &amp; Associates New Delhi, a Chartered Accountant's Firm set up by him in February 1975.</p> <p>He is a Gold Medalist from Punjab University and All India 13<sup>th</sup> Rank holder in CA in 1973.</p> <p>Mr. Gupta has garnered wide exposure in the financial and banking sector by virtue of his being on the Board of various Public Sector Bank's/Undertakings viz. Canara Bank, UCO Bank, Power Finance Corporation, PNB Asset Management Company Ltd., BOB Capital Market Ltd, UAE Exchange &amp; Financial Services Ltd. He has been on various Committees i.e. Audit Committee, Risk Management Committee, Remuneration Committee, and Investors Grievance Committee. He had also been Statutory Central Auditor of number of large PSU's such as Indian Oil Corporation, Food Corporation of India, Delhi Metro Rail Corporation Ltd., National Hydro Power Ltd., IDBI Bank Ltd., Bank of Baroda, Canara Bank, Corporation Bank, and Oriental Bank of Commerce, Oriental Insurance Co. etc.</p>
<b>Directorship Held in Other Company</b>	Brahmaputra Cracker & Polymer Limited	NIL	ASER Centre, a Section 25 Company	<ol style="list-style-type: none"> <li>1. Union KBC Asset Management Co. Ltd.</li> <li>2. Transstroy India Ltd.</li> </ol>
<b>Membership / Chairmanship of the Committee of the Board of other companies in which they are Directors</b>	Member Remuneration and HR Committee BCPL.	NIL	NIL	Chairman Audit Committee of Union KBC Asset Management Co. Ltd.





<b>Name of Director</b>	<b>Shri Bhaskar Ramamurthi</b>	<b>Shri Shekhar Chaudhuri</b>	<b>Shri Gautam Barua</b>	<b>Nalin Kumar Srivastava</b>
<b>Date of Birth</b>	17.04.1959	04.08.1951	14.04.1954	19.09.1975
<b>Date of Appointment</b>	16.09.2012	16.09.2012	16.09.2012	22.08.2013
<b>Qualification</b>	B.Tech (Electronic), IIT Madras M.S. (Electrical Engineering) Ph.D (Electrical Engineering), University of California	B. Tech (Hons) - Mechanical Engineering, IIT, Kharagpur	B.Tech, Electrical Engineering, IIT Bombay M.Tech, Electrical Engineering, IIT Bombay PhD, Computer Engineering, University of California, Santa Barbara.	B.Tech (Mech), Post Graduate Diploma in Industrial Engineering (NITIE), MBA (Finance) CWA, ICWAI
<b>No. of shares held</b>	NIL	NIL	NIL	NIL
<b>Experience in specific functional areas</b>	A founding member of TeNeT (Telecommunication and Networking) Dr. Ramamurthi's research interests include Digital Modulation for Mobile communication, capacity improvement of cellular system, and problems arising in the design and implementation of a DECT-based wireless local loop system. He joined the AT&T Bell Laboratories, USA, where he worked on problems in indoor wireless communications. In 1986, he joined the faculty at the Department of Electrical Engineering, Indian Institute of Technology Madras (IIT-M), his alma mater. Presently, he is holding the position of Director, Indian Institute of Technology, Madras.  He has got many notable awards and fellowships viz. Regents Fellowship from University of California, Vasvik Award, US \$ 250000 Intel Curriculum Development Award, IBM Faculty Award 2009. He is an established writer and has done extensive research in the area of his specialization. He joined OIL Board on 16th September, 2012.	Professor Chaudhuri has held faculty and administrative positions in several institutions of higher learning in his long career. Prof. Chaudhuri has published a number of research based papers in national and international journals and has presented several papers in several national and international conferences. In 1988 he was awarded a Senior Fulbright Fellowship at U.C., Berkeley.	He was at IIT Kanpur from 1982 till 1995 when he shifted to IIT Guwahati where he is a Professor in the Department of Computer Science and Engineering, and the Director of the Institute. His areas of interest are Operating Systems and Networks. He has been the member of the Board of IOCL, Dredging Corporation of India Ltd., BCPL, AICTE, NIT Silchar, NEHU, etc. He is an IT consultant for the Govt of Assam and many PSUs.	Deputy Secretary in Ministry of Petroleum and Natural Gas from November 8, 2009. Belongs to 2001 batch of Indian Civil Accounts Service and has worked in Government of India for past 12 years in various Ministries / Departments. <u>Experience:</u> 1. Budgeting & Accounting for Ministries (Ministry of Home Affairs, Department of Personnel and Training). 2. Internal Audit of Ministries / Departments. 3. Coordinating with Central Board of Direct Taxes to develop accounting procedures for internet payment of Direct Taxes, Refund Banker Schemes etc. 4. Bringing out MIS on direct tax collection. 5. Internal Audit of World Bank. 6. Performed financial advice function for National Intelligence Grid.
<b>Directorship Held in Other Companies</b>	NIL	<ul style="list-style-type: none"> <li>Gujrat Industries Power Company Ltd.</li> <li>Gontermann Peipers (India Ltd.)</li> <li>West Bengal Electronics Industries Development Corporation Ltd.</li> <li>Garden Reach Ship Builders and Engineers Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>Assam Development Corporation Limited.</li> <li>Brahmaputra Cracker and Polymer Ltd (BCPL).</li> <li>Indian Oil Corporation of India Ltd.</li> </ul>	NIL
<b>Membership / Chairmanship of the Committee of the Board of other companies in which they are Directors</b>	NIL	NIL	Member Audit Committee, BCPL.	NIL