



OIL INDIA LIMITED

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

CIN : L11101AS1959GOI001148 Email: investors@oilindia.in

Ph:0374-2804510 Fax: 0374-2800433

Website: www.oil-india.com

NOTICE

NOTICE is hereby given that the 55th Annual General Meeting of the Shareholders of Oil India Limited will be held on Saturday, the 27th day of September, 2014 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 31st March, 2014 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 Dividend and to declare Final Dividend for the financial year 2013-14 on the equity shares of the Company.
3. To appoint a Director in place of Shri N.K.Bharali (DIN:03262719), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri S.Rath (DIN:03495179), who retires by rotation and being eligible, offers himself 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 2014-15.

(B) SPECIAL BUSINESS

6. To appoint Smt. Rupshikha Saikia Borah (DIN:06700534), as Director of the Company and in this regard 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, Rules made thereunder, Smt. Rupshikha Saikia Borah (DIN:06700534), who was appointed as Director (Finance), by the President of India vide letter no C-31014/1/2012-CA dated. 29.07.2013 and subsequently appointed as an additional director by the Board Of Directors with effect from 01.10.2013 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Smt. Rupshikha Saikia Borah for the office of a director of the Company, be and is hereby appointed as Director (Finance) and Chief Financial Officer of the Company, liable to retire by rotation, on terms & conditions determined by the Govt. of India.

7. To appoint Shri. Subhasish Panda (DIN: 02331848), as Director of the Company and in this regard to consider and if though 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 all other applicable provisions of the Companies Act, 2013, Rules made thereunder, Shri. Subhasish Panda (DIN: 02331848), who was appointed as a Government Nominee Director, by the President of India vide letter no.C-31033/1/2012-CA/FTS:18688 dated. 26.02.2014 and appointed as an additional director by the Board of Directors with effect from 26.02.2014 to hold office until the date of this Annual General meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Shri. Subhasish Panda for the office of a Director of the Company, be and hereby appointed



as a Director of the Company, liable to retire by rotation.”

8. To appoint Shri. Sudhakar Mahapatra (DIN: 06941346), as Director of the Company and in this regard 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, Rules made thereunder, Shri. Sudhakar Mahapatra (DIN: 06941346), who was appointed as Director (Exploration and Development), by the President of India vide letter no.C-31014/4/2012-CA/FTS:22762 dated. 01.08.2014 and subsequently appointed as an additional director by the Board of Directors with effect from 04.08.2014 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Shri. Sudhakar Mahapatra for the office of a director of the Company, be and is hereby appointed as Director (Exploration and Development) of the Company, liable to retire by rotation, on terms & conditions determined by the Govt. of India.”

9. To ratify the remuneration of the Cost Auditors for the financial year 2014-15 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant of section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and auditors) Rules, 2014, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2014-15, be paid the remuneration as set out in the statement annexed to the notice convening this meeting.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all the acts and take all such steps as may be

necessary, proper or expedient to give effect to this resolution.

By Order of the Board
OIL INDIA LIMITED

Place: NOIDA
Dated: 01.09.2014

Sd/-
(S. R. Krishnan)
Company Secretary

NOTES

- (a) **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. Such a proxy need not be a member of the Company. Proxies, in order to be valid and effective, must be delivered at the registered office of the company duly filled, stamped & signed not later than 48 hours before the commencement of the meeting. As per the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.**
- (b) A brief resume of Directors seeking appointment / re-appointment is annexed hereto.
- (c) 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.
- (d) Members / Proxies / Authorised Representatives are requested to bring the attendance slip duly filled and signed along with copy of Annual Report to the meeting.
- (e) Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.
- (f) Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.



- (g) The Annual Report duly circulated to the members of the Company, is available on the Company's Website at www.oil-india.com.
- (h) Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office / Corporate Office of the Company on all working days i.e. Monday to Friday, between 9:30 a.m. and 11:00 a.m. upto the date of the Annual General Meeting.
- (i) The Register of Members and Share Transfer Books of the Company will remain closed from the 20th September, 2014 to 27th September, 2014 (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 owner's position received from NSDL & CDSL as at the close of working hours on 19th September, 2014.
- (j) Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent (RTA), M/s Karvy Computershare Pvt. Ltd., 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500081; Phone No.: 040-44655180; Fax No.: 040-23420814; Email: einward.ris@karvy.com.
- (k) 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 Company's RTA. In respect of shares held in demat/electronic form, the nomination form may be filed with the respective Depository Participant.
- (l) 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.
- (m) Pursuant to the provisions of section 205A & 205C of the Companies Act, 1956, the Company has transferred all unpaid dividend declared upto the financial year 2005-06 and interim dividend for the financial year 2006-07 to Investor Education & Protection Fund (IEPF) established by the Central Government. Upon completion of 7 years, the Company would transfer the unclaimed / unpaid final dividend for the financial year 2006-07 in October, 2014. The dividend for the financial year 2007-08 and thereafter, which remains unpaid or unclaimed for a period of 7 years would be transferred to the IEPF on respective due dates. Hence the members, who have not encashed their dividend warrant so far for the financial years 2007-08 to 2013-14 are requested to write to the RTA, M/s. Karvy Computershare Private Limited, Hyderabad or to the Company for claiming the unpaid dividend.
- (n) Pursuant to Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Annual Report of the Company has been sent through email to those members whose email ID is registered with the Company / Depository. Those members who have not registered their email ID are requested to write to the RTA / their Depository Participant for registering the same.
- (o) In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its members to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice. The cut-off date for this purpose is 22.08.2014.

Facility for E-Voting

- (1) Details of the process and manner of e-voting along with the User ID and Password are being sent to the members along with the notice:
- By email to those members whose email ID is registered with the Company / Depository Participant.
 - By post to those members whose email ID is not registered with the Company / Depository Participant.



- (2) The instructions and other information relating to e-voting are as under:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and Password mentioned in the notice). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for logging in.
 - iii. After entering these details appropriately, Click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new password.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e. Oil India Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes as on the Cut Off date) under "FOR / AGAINST / ABSTAIN" or alternatively, you may partially enter any number of votes in "FOR" and partially in "AGAINST" such that the total number of votes cast "FOR/AGAINST" taken together should not exceed your total shareholding. In case you do not wish to cast your vote you may choose the option "ABSTAIN".
 - viii. Voting has to be done for each item of the Notice separately. In case you do not cast your vote on any specific item it will be treated as abstained.
 - ix. Members holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate / Institutional members are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: manish@rmgcs.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Oil India Limited, 55th Annual General Meeting".
- (3) The e-voting period commences on 18.09.2014 (10.00 AM) and ends on 20.09.2014 (6.00 PM). During this period, the members of the Company as on the cut-off date, being 22.08.2014, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast, the member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not be able to vote at the Annual General Meeting in case poll is held at the meeting.
- (4) In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>.
 - (5) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date, being 22.08.2014.
 - (6) The Board of Directors have appointed CS Manish Gupta, Partner, M/s RMG & Associates, Company Secretaries as Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.



- (7) The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any other officer authorized by Chairman.
- (8) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- (9) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.oil-india.com) and on Service Provider's website (<https://evoting.karvy.com>) within 2 (two) days of declaration of the results and would also be communicated to the BSE Limited and the National Stock Exchange of India Limited.

EXPLANATORY STATEMENT

ITEM NO. 6

Smt. Rupshikha Saikia Borah was appointed as Director (Finance) of the Company by the President of India vide letter no C-31014/1/2012-CA dated. 29.07.2013 issued by Ministry of Petroleum and Natural Gas and was accordingly appointed as an Additional Director w.e.f 01.10.2013 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 Smt. Rupshikha Saikia Borah for the office of Director (Finance). Smt. Rupshikha Saikia Borah, if appointed, will be liable to retire by rotation. Pursuant to provisions of Section 203 of the Act & Rules made there under, she shall also be the Chief Financial Officer of the Company. The terms and conditions regulating the appointment of Smt. Rupshikha Saikia Borah is to be determined by the Government of India.

Smt. Rupshikha Saikia Borah is not disqualified from being appointed as a Director in terms of Section

164 of the Companies Act, 2013 and has given her consent to act as a Director.

None of the Directors / Key Managerial Personnel of the Company except Smt. Rupshikha Saikia Borah is interested or concerned in the resolution.

The board recommends the resolution for your approval.

ITEM NO. 7

Shri. Subhasish Panda was appointed as a Government Nominee Director of the Company by the President of India vide letter no.C-31033/1/2012-CA/FTS:18688 dated. 26.02.2014 issued by Ministry of Petroleum and Natural Gas and was accordingly appointed as an Additional Director w.e.f. 26.02.2014 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. Subhasish Panda for the office of Director (Government Nominee). Shri. Subhasish Panda, if appointed, will be liable to retire by rotation.

Shri. Subhasish Panda 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 / Key Managerial Personnel of the Company except Shri. Subhasish Panda is interested or concerned in the resolution.

The board recommends the resolution for your approval.

ITEM NO. 8

Shri. Sudhakar Mahapatra was appointed as Director (E&D) of the Company by the President of India vide C-31014/4/2012-CA/FTS:22762 dated. 01.08.2014 issued by Ministry of Petroleum and Natural Gas and was accordingly appointed as an Additional Director w.e.f 04.08.2014 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. Sudhakar Mahapatra for the office of Director (E&D)). Shri. Sudhakar Mahapatra, if appointed, will be liable to retire by rotation. The terms and conditions regulating the appointment of Shri. Sudhakar Mahapatra is to be determined by the Government of India.

Shri. Sudhakar Mahapatra 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 / Key Managerial Personnel of the Company except Shri. Sudhakar Mahapatra is interested or concerned in the resolution.

The board recommends the resolution for your approval.

ITEM NO. 9

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s

Mani & Co., Cost Auditor at an aggregate remuneration of Rs.3 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, 2015.

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, 2015.

None of the Directors / Key Managerial Personnel of the Company are interested or concerned in the resolution.

The board recommends the resolution for your approval.



Name of Director	Shri N. K. Bharali	Shri S. Rath	Mrs R. S. Borah
Date of Birth	01.02.1955	19.05.1955	01.03.1959
Date of Appointment	14.09.2010	31.03.2011	01.10.2013
Qualification	<ul style="list-style-type: none"> Bachelor's degree in Petroleum Engineering from Indian School of Mines (ISM), Dhanbad. Post Graduate from Indian Institute of Management (IIM), Ahmedabad. 	<ul style="list-style-type: none"> M.Sc in Applied Geology from IIT, Kharagpur Dip. in Management from IGNOU. Offshore Prospecting Course Geological, Survey of Japan. 	<ul style="list-style-type: none"> Chartered Accountant Post Graduation in Commerce from Delhi School of Economics
No. of shares held	3000 (Jointly with Smt. Erani Bharali)	1750 (Jointly with Smt. Smita Rath) 300 (Individually)	5000 (Jointly with Shri N.M. Borah)
Experience in specific functional areas	<p>Shri Bharali has over three decades of experience in Petroleum exploration and production industry. Shri Bharali has worked in different functional areas relating to Production of oil & gas, Strategic & Corporate planning, HRM & HRD. He is ardent learner & corporate facilitator in the sphere of HR & Industrial relations. Shri Bharali has experience of leading many workforce initiatives & welfare measures & setting HR strategy to facilitate business growth through the change management initiatives. His manifold competencies and expertise include strong persuasive interpersonal & communication skill, excellent art of negotiation, resource deployment, career design, policy formulation; risk taking, quick decision making, corporate performance planning, goal setting & talent acquisition etc. He has travelled extensively across the globe & led business delegation to UK, Venezuela, Europe, South East Asia, Gulf countries & Australia etc. Shri Bharali was holding the position of GGM (HR&BD) at corporate office, Noida prior to taking over as Director (HR&BD).</p>	<p>Currently holding position of Director (Operations), Shri Rath has diverse and rich experience of over three decades in Petroleum exploration, development and production and is responsible for Company's exploration, development, resource management, oil, gas and LPG production and pipeline business. He has worked in different functional & geographical areas of OIL both in-country & overseas. He led the strategic organizational change initiative as Chief Coordinator. He has also served as Deputy Director General in DGH. He is an active member of Association of Petroleum Geologists & Indian Geological Congress.</p>	<p>Mrs. Rupshikha Saikia Borah has taken over as Director (Finance) of Oil India Limited (OIL) October, 2013. She is the first ever lady functional director in the Board of OIL. Ms. Borah has to her credit over 27 years of rich experience in diverse fields of Financial Management, Audit and Strategic Planning. She had been honoured with the 'Best CA Professional Woman Achiever Award' by The Institute of Chartered Accountants of India and had also received a special commendation "Petrofed Woman Executive of Oil & Gas Industry Award" by Petrofed, India.</p> <p>Mrs. Borah is a post graduate in Commerce from Delhi School of Economics and has the distinction of being the first lady Chartered Accountant from the North-East India. Her laurels include the prestigious Fulbright Hubert Humphrey Fellowship, USA. She is a keen golfer and loves travelling.</p>
Directorship Held in Other Company	<ol style="list-style-type: none"> Ind-Oil Netherlands BV Oil India International Ltd. 	<ol style="list-style-type: none"> Brahmputra Cracker and Polymer Ltd. Oil India (USA) Inc. 	<ol style="list-style-type: none"> Oil India Sweden AB Oil India International Ltd. Oil India (USA) Inc.
Membership / Chairmanship of the Committee of the Board of other companies in which they are Directors	Chairman, Audit Committee Oil India International Limited	-	Member, Audit Committee Oil India International Limited



Name of Director	Shri S. Panda	Shri S. Mahapatra
Date of Birth	27.10.1968	22.03.1957
Date of Appointment	26.02.2014	04.08.2014
Qualification	<ul style="list-style-type: none"> • M.Phil (Environment), JNU, New Delhi • M.A (Governance and Development), IDS, UK 	<ul style="list-style-type: none"> • M.Sc (Geology), Utkal University, Bhubaneswar • International Diploma in "Petroleum Exploration and Reservoir Evaluation" from NTH, Trondheim, Norway
No. of shares held	NIL	NIL
Experience in specific functional areas	<p>Mr. Subhasish Panda joined the Indian Administrative Service in the year 1997 and was allotted Himachal Pradesh as his cadre. He has done his M.Sc and M.Phil. in Environmental Sciences from the Jawaharlal Nehru University, New Delhi. He has also done his M.A in Governance and Development from the Institute of Development Studies, University of Sussex, UK. He has more than ten years of experience in district administration in various capacities of Sub-Divisional Magistrate, Additional Deputy Commissioner and Deputy Commissioner-Cum-District Collector. He has worked as the Head of various Departments including Department of Social Justice&Empowerment, Town & Country Planning, Urban Development, Information Technology, Tourism. He has also had two stints as the Managing Director of the HP Tourism Development Corporation. He has served in the State as Director Institutional Finance-cum-Special Secretary (Finance). He has been Advisor Planning to the State Government. Before joining the Ministry of Petroleum & Natural Gas on deputation from the State Government, he was functioning as Secretary to the Government of HP in charge of General Administration, Urban Development, Town & Country planning, Housing, Sainik Welfare and Secretariat Administration.</p>	<p>Shri Sudhakar Mahapatra, joined Oil India Ltd as Director (Exploration & Development) on 4.08.2014. He is Msc. in geology and having an International Diploma in "Petroleum Exploration and Reservoir Evaluation" from NTH, Trondheim, Norway. He possesses experience of more than 33 years in various facets of petroleum exploration and development which includes exploration strategy & planning, integrated Geoscientific evaluation, Discovery appraisal, acreage management, reserve management, Techno-commercial evaluation of opportunities, management of strategic unit abroad etc. He possesses deep understanding of exploration management under PSC/JV regimes, E&P business development process, Domestic and global petroleum sector, various software's/ technologies of the sector. Prior to joining OIL, he has worked in ONGC and OVL in various capacities. He headed SBU unit at Nigeria and E&P group at OVL Delhi. He has also won many awards and recognitions as a geologist and a manager. He also has to his credit many publications in National and International journals besides presentations at international forums.</p>
Directorship Held in Other Company	-	-
Membership / Chairmanship of the Committee of the Board of other companies in which they are Directors	-	-