



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
Ph:0374-2804510 Fax: 0374-2800433
Corp. Office: Plot No.19, Sector-16A, Noida, Distt. G.B.Nagar (U.P) 201301
Ph : 0120-2419000 Fax : 0120-2419069

NOTICE

NOTICE is hereby given that the 57th Annual General Meeting of the Shareholders of Oil India Limited will be held on Saturday, the 24th day of September, 2016 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, 2016 and the Statement of Profit & Loss for the year ended on that date together with Reports of the Auditors and Comments of the Comptroller & Auditor General of India thereof.
2. To confirm the payment of Interim Dividend and to declare Final Dividend for the financial year 2015-16 on the equity shares of the Company.
3. To appoint a Director in place of Smt. Rupshikha Saikha Borah, Director (Finance) (DIN: 06700534), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Shri Sudhakar Mahapatra, Director (E&D) (DIN: 06941346), who retires by rotation and being eligible, offers himself for re-appointment.
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 2016-17.

(B) SPECIAL BUSINESS

6. To appoint Shri Utpal Bora (DIN: 07567357), as Chairman and Managing 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 there- under, Shri Utpal Bora (DIN: 07567357), who was appointed as Chairman and Managing Director, by the President of India vide letter no. C-31014/4/2015-CA (Part I)/FTS:38957 dated. 13.07.2016 and subsequently appointed as an additional director (designated as CMD) by the Board of Directors with effect from 18.07.2016 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 Utpal Bora for the

office of Chairman and Managing Director of the Company, be and is hereby appointed as Chairman and Managing Director of the Company on terms & conditions determined by the Govt. of India and shall not be liable to retire by rotation."

7. To ratify the remuneration of the Cost Auditors for the financial year 2016-17 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, M/s Chandra Wadhwa & Co., 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 2016-17, 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."

8. To approve issuance of Debentures on private placement basis.

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

"RESOLVED THAT pursuant to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) as well as rules prescribed thereunder, approval of the members be and is hereby accorded to the Board of Directors to issue secured / unsecured redeemable non-convertible bonds / debentures ("Bonds") of face value aggregating upto Rs.6000 crore (from domestic as well as overseas market) on private placement basis during a period of one year from the date of approval by members within the overall borrowing limits of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Committee of the Board or officers authorized by them in this regard be and are hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of Bonds including but not limited to number of issues / tranches, face value, issue price, issue size, timing, amount, tenor, method of

issuance, security, coupon / interest rate(s), yield, listing, allotment, appointment of various agencies and other terms and conditions of issue of Bonds as they may, in their absolute discretion, deem necessary."

By Order of the Board
For Oil India Limited
Sd/-
(S.R.Krishnan)
Executive Director (CS)

Place : Noida
Date : 25.08.2016

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 being appointed / reappointed 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 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 17th September, 2016 to 24th September, 2016 (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

- j) Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent (RTA), Karvy Computershare Pvt. Ltd, Unit : Oil India Limited, Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 e-mail : einward.ris@karvy.com Telephone No. 040 67161526.
- 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, etc.:
 - (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 the Companies Act, the Company has transferred all unpaid dividends declared upto the financial year 2008-09 to Investor Education & Protection Fund (IEPF) established by the Central Government. The dividend for the financial year 2009-10 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 en-cashed their dividend warrant so far for the financial years 2009-10 to 2015-16, 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 accompanying Notice. The cut-off date for this purpose is 17th September, 2016.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING

- I. Remote e-voting: 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 Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- 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 credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., "Name of the Company"
- 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" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

- 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 have voted on the resolution (s), 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 (i.e. other than Individuals, HUF, NRI etc.) are also 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 authorised representative(s), to the Scrutinizer at email evoting@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_Event E-voting"

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

III. The results shall be declared after the AGM. The results along with Scrutinizer's Report shall be placed on the website of the Company.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> or contact Shri K.S.Reddy, (Unit: Oil India Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- c. The remote e-voting period commences on 21st September, 2016 (9:00 AM IST) and ends on 23rd September, 2016 (5:00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September, 2016, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 17th September, 2016.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date, he/she may obtain the User ID and Password in the manner as mentioned below :
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

EXPLANATORY STATEMENT**ITEM NO. 6**

Shri Utpal Bora (DIN: 07567357) was appointed as Chairman and Managing Director of the Company by the President of India vide C-31014/4/2015-CA (Part I) /FTS:38957 dated. 13.07.2016 issued by Ministry of Petroleum and Natural Gas and was accordingly appointed as an Additional Director w.e.f 18.07.2016 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 Utpal Bora for the office of

Chairman and Managing Director. Shri Utpal Bora, if appointed, will not be liable to retire by rotation. The terms and conditions regulating the appointment of Shri Utpal Bora is to be determined by the Government of India.

Shri Utpal Bora 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 Utpal Bora is interested or concerned in the resolution.

The board recommends the resolution for your approval.

ITEM NO. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Chandra Wadhwa & Co., Cost Accountants at an aggregate remuneration of Rs. 1.45 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, 2017.

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, 2017.

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

The board recommends the resolution for your ratification.

ITEM NO. 8

To approve issuance of Debentures on private placement basis.

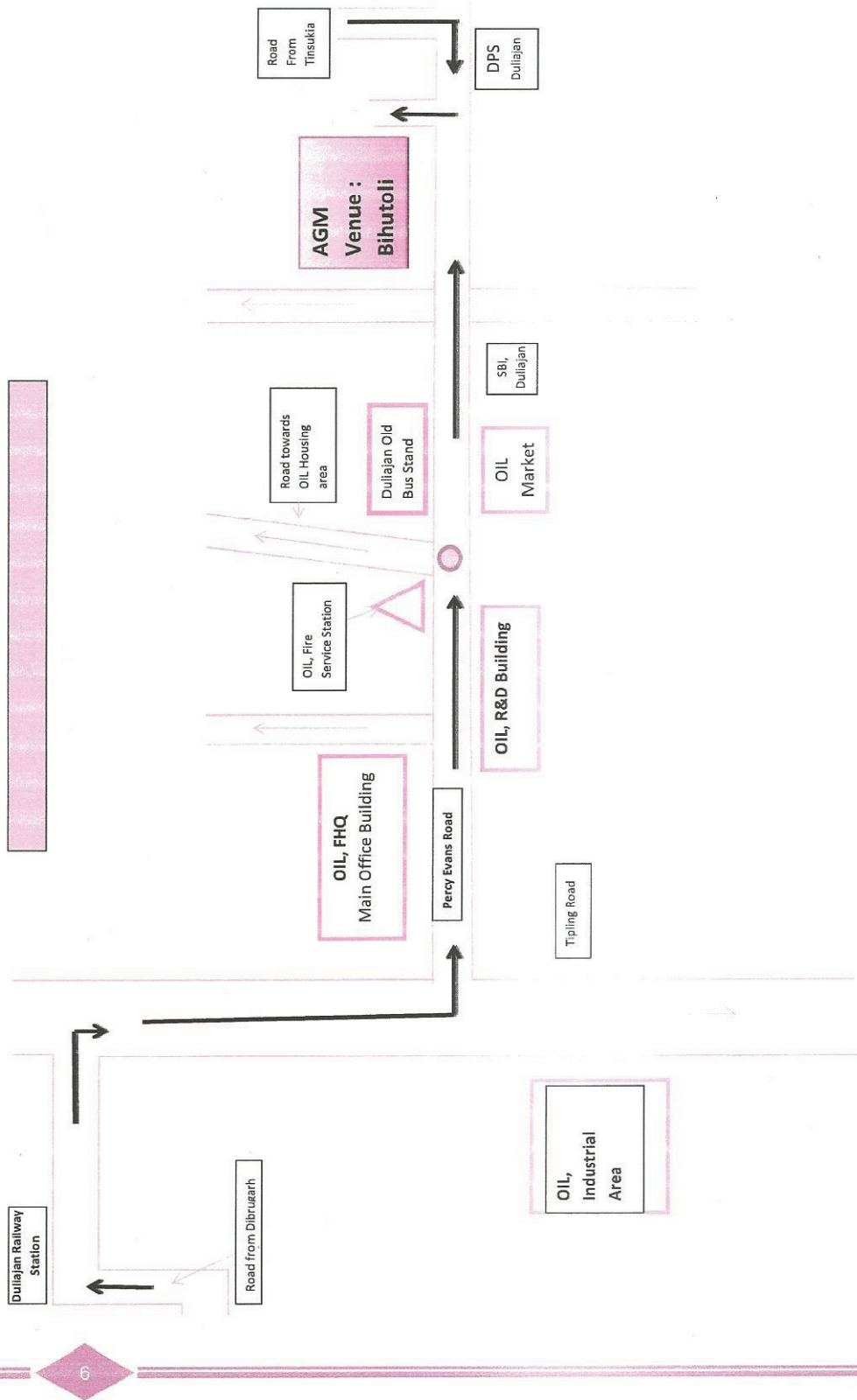
Section 42 of the Companies Act, 2013 and Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules 2014 provide that a company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of the company by a Special Resolution for each of the offers or invitations. However debentures can be issued on private placement basis with the approval of the members obtained once in a year for all the offers or invitation for such debentures during the year.

The Company has been raising money by issue of Bonds in the nature of Debentures to meet its capital expenditure as well as working capital requirements. Hence approval of members through Special Resolution is being sought in line with the provisions of the Companies Act 2013 to enable the company to issue Bonds, in the nature of debentures upto Rs. 6000 crore (from domestic as well as overseas market) in aggregate, through private placement of bonds as it may deem necessary during the period of one year from the date of approval by members within the overall borrowing limit of of the Company.

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 the Director	Shri Utpal Bora, Chairman and Managing Director	Smt. R.S.Borah, Director (Finance)	Shri Sudhakar Mahapatra, Director (Exploration & Development)
Date of Birth	25.09.1959	01.03.1959	22.03.1957
Date of Appointment	18.07.2016	01.10.2013	04.08.2014
Qualification	<ul style="list-style-type: none"> Bachelor of Technology in Petroleum Engineering from ISM, Dhanbad Advanced Management Certificate from IIM, Lucknow Leadership Development Programme from ISB, Hyderabad. 	<ul style="list-style-type: none"> Chartered Accountant Post Graduation in Commerce from Delhi School of Economics Fulbright Hubert Humphrey Fellowship, USA. 	<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	5000 (Jointly with Shri N.M. Borah)	NIL
Experience in Specific Functional Areas	<p>Mr Bora has a rich and varied experience of over 33 years in the E&P Sector. He served in various capacities at ONGC Ltd. including OVL, the international branch of ONGC in activities related to artificial lift, well completion, testing, well control, reservoir management, crude transportation/ quality assurance for refinery receipt, work over operations of onshore and offshore fields, planning, technical cell and at OVL he was specifically engaged in framing of policy directives and its implementation, coordination with national oil company of Venezuela, PDVSA under projects like Petrocarabobo and San Cristobal.</p> <p>His latest assignment was as Executive Director- Asset Manager of ONGC's Mehana Asset. Mr. Bora took over as Asset Manager, Mehana on 1st October, 2014, which is the highest Onshore producing Asset of ONGC Ltd, where he was leading a team of about 2300 engineers and technicians to sustain production from brown fields with about 1800 operating wells, 07 drilling & 20 work over rigs, about 80 exploratory, and development wells drilled per year and 38 surface installations. As Asset Manager he also oversaw Finance, Material Management, HR, CSR and coordination with statutory bodies and the Government of Gujarat. He is credited with turning around ONGC's highest producing onshore Asset and steering it towards newer heights. Under his leadership the Mehana Asset received the Best Onshore Award of ONGC last year.</p>	<p>She is the first ever lady functional director on the Board of OIL, Mrs. Borah has to her credit over 29 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 "Petrofod Woman Executive of Oil & Gas Industry Award" by Petrofod, 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.</p>	<p>He is M.Sc in geology and having an International Diploma in "Petroleum Exploration and Reservoir Evaluation" from NTH, Trondheim, Norway. He possesses experience of more than 35 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 softwares/ 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 Companies	<ul style="list-style-type: none"> i. Oil India (USA) Inc. ii. Oil India International Limited (OIL) 	<ul style="list-style-type: none"> i. Brahmaputra Cracker and Polymer Ltd. (BCPL) ii. Oil India Sweden AB iii. Oil India International Ltd. (OIL) iv. Oil India (USA) Inc. 	Oil India International Ltd (OIL)
Membership / Chairmanship of Board Committees of other Companies in which they are Directors	-	<ul style="list-style-type: none"> i. Member, Audit Committee BCPL ii. Member, Audit Committee OIL 	Chairman, Audit Committee OIL





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
Ph:0374-2804510 Fax: 0374-2800433
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Ph : 0120-2419000 Fax : 0120-2419069

57TH ANNUAL GENERAL MEETING : 24.09.2016

ATTENDANCE SLIP

(THIS ATTENDANCE SLIP DULY FILLED IN TO BE HANDED OVER AT THE MEETING)

Name of the Member (in Block Letters) : _____

Member's Folio Number : _____

Client ID* : _____ DP ID* : _____

Name of proxy(s) (in Block Letters) : _____

(to be filled in, if a Proxy attends

instead of the member)

No. of Shares held : _____ Email : _____

I hereby record my presence at the 57th Annual General Meeting of the Company held at Bihutoli, Duliajan, Distt. Dibrugarh, Assam on Saturday, the 24th day of September, 2016 at 11.00 AM.

Member's / Proxy's
Signature

*Applicable for investors holding share(s) in electronic form.



CIN : L11101AS1959GOI001148 Email: investors@oilindia.in
Website: www.oil-india.com
Regd. Office: P.O. Duliagan, Distt. Dibrugarh, Assam – 786 602
Ph:0374-2804510 Fax: 0374-2800433
Corp. Office: Plot No.19, Sector-16A, Noida, Distt. G.B.Nagar (U.P) 201301
Ph : 0120-2419000 Fax : 0120-2419069

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)	
Registered Address	
Email id	
Folio No. / Client id	
DP id	

I/We, being the holder(s) of shares of the above named Company, hereby appoint

- 1) of having email id or failing him
- 2) of having email id or failing him
- 3) of having email id

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **57th Annual General Meeting** of the Company, to be held on **Saturday, 24th September 2016 at 11:00 a.m. at Bihutoli, Duliagan, Assam-786602** and at any adjournment thereof in respect of such resolutions as are indicated below:

S No.	RESOLUTIONS
	ORDINARY BUSINESS
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016 together with Reports of the Board of Directors and the Auditors thereon.
2.	To confirm Interim Dividend and to declare Final Dividend on equity shares for the financial year 2015-16.
3.	To appoint a Director in place of Smt. R.S.Borah, Director (Finance) (DIN : 06700534), who retires by rotation and offers herself for re-appointment.
4.	To appoint a Director in place of Shri Sudhakar Mahapatra, Director (E&D) (DIN : 06941346), who retires by rotation and offers himself for re-appointment.
5.	To authorize Board of Directors to decide remuneration / fees of the Statutory Auditors for the FY 2016-17.
	SPECIAL BUSINESS
6.	To appoint Shri Utpal Bora (DIN : 07567357) as Chairman and Managing Director of the Company.
7.	To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2017.
8.	To approve issuance of Debentures on private placement basis

Signed this day of 2016.

.....
Signature of Member

Affix
Revenue
Stamp

.....
Signature of first proxy holder

.....
Signature of Second proxy holder

.....
Signature of third proxy holder

NOTE: This Proxy Form duly filled in must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.