



ऑयल इंडिया लिमिटेड

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

**Oil India Limited**

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

प्लॉट. न. 19, सैक्टर 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, वेबसाइट / Website : www.oil-india.com

Ref. No. OIL/SEC/32-33/NSE-BSE

Dated. 21.02.2018

National Stock Exchange of India Ltd. BSE Limited

Exchange Plaza,

Plot no. C/1, G Block,

Bandra-Kurla Complex

Bandra (E)

Mumbai - 400 051

Department of Corporate Service

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

Sub : Issue of Bonus Shares : Postal Ballot Notice and Form

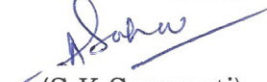
Ref : Regulation 30 of the SEBI (LODR) Regulations, 2015

Sir / Madam,

Further to our Letter of even no. dated.09.02.2018 on the subject, we are submitting herewith the Postal Ballot Notice, Postal Ballot Form and the Newspaper Notice (regarding completion of despatch of Postal Ballot Notices) for your records please.

Thanking you,

Yours faithfully,  
Oil India Limited

  
(S.K.Senapati)  
Company Secretary

Encl : As above



ऑयल इंडिया लिमिटेड

( भारत सरकार का उद्यम )

**Oil India Limited**

(A Government of India Enterprise)

REGD. OFFICE: P.O. DULIAJAN, DISTT. DIBRUGARH, ASSAM -786 602

CIN: L11101AS1959GOI001148 Website: www.oil-india.com

## POSTAL BALLOT NOTICE

### TO THE SHAREHOLDERS OF THE COMPANY,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 including any statutory modification and re-enactment thereof for the time being in force, that the resolution appended below for the issue of Bonus Shares is proposed to be passed as Ordinary Resolution by way of postal ballot / e-voting. Oil India Limited (the "Company") proposes to issue bonus shares on the terms & conditions set out in the resolution by capitalisation of its reserves. The proposed Ordinary Resolution and explanatory statement stating material facts, as required under Section 102 of the Companies Act, 2013, are annexed herewith for consideration of shareholders alongwith the Postal Ballot Form. The Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed form in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 5.00 PM (IST) on 21st March, 2018. The Company is also providing e-voting facility for voting on the Ordinary Resolution. Shareholders desiring to opt for e-voting facility are requested to read the notes to the Postal Ballot Notice and instructions given thereunder for e-voting purpose.

### Issue of Bonus Shares by way of Capitalisation of Reserves

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT

- i. pursuant to Section 63 of the Companies Act 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time, Article 177 of the Articles of Association of the Company and provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the shareholders be and is hereby accorded to capitalize a sum of Rs. 378,30,13,040 out of the Securities Premium / General Reserve Account or such other account for distribution among the holders of existing fully paid equity shares of Rs. 10/- each of the Company, whose names will appear in the Register of Members / Beneficial Owners' Position of the Company on a date (Record Date) to be decided by the Board of Directors (which expression shall also include a Committee thereof), as an increase of the nominal amount of the share capital of the Company held by each such shareholder, and not as income or in lieu of dividend, credited as 37,83,01,304 (Thirty Seven Crore Eighty Three Lakh One Thousand Three Hundred Four only) new fully paid equity shares of Rs. 10/- each as bonus shares in the proportion of 1 (One) new equity bonus share of Rs. 10/- each for every 2 (Two) existing fully paid equity share of Rs. 10/- each held.
- ii. the new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend (s) to be declared after the bonus shares are allotted.
- iii. no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form.
- iv. the allotment of the new equity bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.
- v. for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper."

By Order of the Board  
For and on behalf of Oil India Limited  
Sd/-  
(S.K.Senapati)  
Company Secretary

Place : NOIDA  
Date : 15.02.2018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The present Authorised Share Capital of the Company is Rs. 2000 Crore and the Paid-up Share Capital is Rs. 756.60 Crore. The Reserves and Surplus as per the audited financial statement as on 31st March 2017 is Rs. 22,400.24 Crore. The Company had in the past issued Bonus Shares in 1994(3:2), 1996 (1:1), 2000 (1:2), 2012(3:2) and 2017 (1:3). The Board of Directors at their meeting held on 9th February, 2018 have recommended the issue of bonus shares in the proportion of 1:2 i.e. 1 (One) new equity share of Rs. 10/- each of the Company for every 2 (Two) existing equity share of Rs. 10/- each fully paid up of the Company held by the shareholders on the Record Date to be hereafter fixed by the Board / Committee of the Board, by capitalization of a sum of Rs. 378,30,13,040 from the Reserves. The same is proposed to be applied in full by issuing at par 37,83,01,304 new equity shares of Rs. 10/- each as bonus shares. Consequently, the paid up equity share capital of the Company would increase to Rs.1134,90,39,110 consisting of 113,49,03,911 equity shares of Rs. 10/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities. As per Article 177 of the Articles of Association of the Company, it is necessary to obtain the approval of the shareholders for issue of bonus shares by capitalization of reserves.

Further, it is proposed to authorize the Board of Directors / Committee of the Board of the Company to complete all the regulatory formalities as prescribed by SEBI, Stock Exchanges on which the Company's shares are listed and/or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Board of Directors of the Company recommends the Ordinary Resolution as set out in the accompanied Notice for approval of the shareholders through postal ballot / e-voting.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

By Order of the Board  
For and on behalf of Oil India Limited  
Sd/-  
(S.K.Senapati)  
Company Secretary

Place : Noida

Date: 15.02.2018

Notes:

1. The Explanatory Statement as required under Section 102 of the Act, is annexed to this Notice. A Postal Ballot Form for casting the vote by shareholders is also enclosed.
2. The Postal Ballot Notice is being sent to all the Shareholders, whose names appear in the Register of Members / Beneficial Ownership Position maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 09.02.2018, being the 'Cut-off date'.
3. Voting rights shall be reckoned in proportion to the paid up equity shares registered in the name of the Shareholders as on the 'Cut-off date'.
4. Resolution passed by the shareholders through Postal Ballot and e-voting are deemed to have been passed effectively at a general meeting.
5. In terms of Section 108 and 110 of the Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing the facility to its shareholders to exercise their right to vote by electronic means as an alternative mode of voting which will enable them to cast their votes electronically. Necessary arrangements have been made by the Company with Karvy Computershare Pvt. Ltd. to facilitate e-voting.
6. The Company has appointed CS Manish Gupta, Partner, M/s RMG & Associates, Company Secretaries, as Scrutinizer, to conduct the postal ballot and e-voting process in a fair and transparent manner.
7. Instructions for e-voting :
  - (a) Details of the process and manner of e-voting along with the User ID and Password are being sent to the shareholders along with the notice:
    - by email to those shareholders whose email ID is registered with the Company / Depository Participant.
    - by post to those shareholders whose email ID is not registered with the Company / Depository Participant.

- (b) The instructions and other information relating to e-voting are as under:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
    - For first time users:**
      - Enter the login credentials (i.e. User ID and Password mentioned in the form).
      - After entering these details appropriately, Click on "LOGIN".
      - 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.
      - You need to login again with the new password.
    - For existing users already registered with Karvy for e-voting please use your existing User ID and password for logging in.
  - ii. On successful login, the system will prompt you to select the "EVENT" i.e. Oil India Limited
  - iii. 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".
  - iv. Shareholders holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
  - v. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - vi. 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, shareholders can login any number of times till they have voted on the Resolution(s).
  - vii. Corporate / Institutional shareholders are required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., to the Scrutinizer at email ID: [evoting@rmgcs.com](mailto:evoting@rmgcs.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "OIL BONUS 2018".
8. The e-voting would commence on 20th February, 2018 at 09:00 A.M. (IST) and end on 21st March, 2018 at 05.00 P.M. (IST). During this period, the eligible shareholders of the Company 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.
  9. Shareholders who opt to vote by Postal ballot shall ensure that the duly completed form should reach the Scrutinizer before 05.00 pm (IST) on 21st March, 2018.
  10. Any Shareholder who has not received the Postal Ballot Form may write to the Company or Registrar & Share Transfer Agents (RTA) of the Company for obtaining a duplicate / additional form.
  11. Shareholders who cast their votes electronically should not vote through ballot paper attached with this notice. However, in case a shareholder votes electronically as well as through ballot paper, the vote cast through ballot paper will be ignored.
  12. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>.
  13. The voting rights of the shareholders shall be in proportion to their share of the paid up equity share capital of the Company, as on the 'Cut-off date'.
  14. The date of declaration of the result of the Postal Ballot shall be deemed to be the date of passing of the said resolution.
  15. The Scrutinizer shall submit the Scrutinizer's report to the Chairman of the Company or such other officer authorized by the Chairman. Further the result of the Postal Ballot will be announced on 22nd March, 2018 at 11.00 am (IST) at the Corporate Office of the Company at Oil India Limited at Plot No 19, Sector -16 A NOIDA, UP-201301.
  16. The results of voting along with the Scrutinizer's Report(s) thereon would be available on the website of the Company ([www.oil-india.com](http://www.oil-india.com)) and on Service Provider's website (<https://evoting.karvy.com>) immediately after the declaration of the results and would also be communicated simultaneously to the BSE Limited and the National Stock Exchange of India Limited.



ऑयल इंडिया लिमिटेड

Oil India Limited

CIN : L11101AS1959GOI001148

Email: investors@oilindia.in, Website: www.oil-india.com

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

Ph:0374-2804510

Corp. Office: Plot No.19, Sector-16A, Noida, Distt. G.B.Nagar (U.P) 201301

Ph : 0120-2419000

### POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Serial No. :

Name and Registered Address of the sole / first named  
Shareholder :

Name(s) of the Joint Shareholder(s), if any :

Registered Folio No. / DP ID No. / Client ID No. :

Number of shares held :

I / We, hereby exercise my / our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated February 15, 2018, by conveying my / our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Description	No. of shares held by me/us	(FOR) I / we assent (agree) to the resolution	(AGAINST) I / we dissent (disagree) to the resolution	(ABSTAIN) I / we abstain to vote to the resolution
Issue of Bonus Shares (1:2)				

Place :

Date :

(Signature of the Member)  
(Refer Instruction No. 5)

**Important:** Please complete and return this Form to the Scrutinizer at the address mentioned in the pre-paid self-addressed business reply envelope. The last date for receipt of this Postal Ballot Form by the Scrutinizer is March 21, 2018.

### ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are set out as follows:

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
February 20, 2018 at 9:00 a.m	March 21, 2018 at 5:00 p.m

## INSTRUCTIONS

1. The Member desiring to exercise vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer, CS Manish Gupta, Partner, M/s RMG & Associates, Company Secretaries, appointed by the Board of Directors of the Company, in the attached pre-paid self-addressed business reply envelope ("envelope"). Postage will be borne and paid by the Company. However, envelope containing Postal Ballot, if deposited in person or sent through courier / post at the expense of the Member will also be accepted. Member(s) residing outside India should stamp the envelope appropriately.
2. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent the Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through postal ballot form can download postal ballot form from the Company's website or seek duplicate postal ballot form from the Registrar & Share Transfer Agent, M/s. Karvy Computershare Private Limited, Karvy Selenium Tower No. B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, fill in the details and send the same to the Scrutinizer not later than 5.00 p.m. on March 21, 2018.
3. A Member may vote through electronic mode as per the instructions for e-voting provided in the Notice. The Members can opt for only one mode of voting i.e. either through postal ballot form or e-voting. In case of receipt of vote by both the modes, vote cast through e-voting shall prevail and vote cast through postal ballot form shall be treated as invalid.
4. There shall be one Postal Ballot for each Folio / DP ID - Client ID irrespective of the number of joint holders. Members cannot appoint a proxy to exercise their voting powers through Postal Ballot.
5. The postal ballot form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in physical form or dematerialized form respectively) by the first named Member and failing him/ her by the next named Member and so on. Where an authorized representative of a body corporate has signed the postal ballot form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form. A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
6. Duly completed postal ballot form should be received by the Scrutinizer not later than 5.00 p.m. on March 21, 2018. Postal ballot forms received after this date will be treated as if no reply has been received from the Member. Incomplete, unsigned or incorrect postal ballot forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
7. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal ballot form bearing tick marks in both the columns will render the Form invalid. The consent or otherwise received in any other manner will be rejected.
8. Members are requested not to send any other paper along with postal ballot form in the enclosed self- addressed envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
9. The item of business covered by this Postal Ballot will not be transacted at any General Meeting.
10. A Member need not use all the votes / cast the votes in the same way.
11. Only a Member entitled to vote is entitled to fill in the postal ballot form and send it to the Scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.
12. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the shareholder(s) as on the cut-off date i.e. February 09, 2018.
13. The vote of a Member will be considered invalid on any of the following grounds:
  - a. if the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
  - b. if the Member has marked his / her / its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held;
  - c. if the ballot paper is received, torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to identify whether the votes cast are in favour or against or inability of the signature to be verified or on one or more of the above grounds.



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( भारत सरकार का उद्यम )

**Oil India Limited**

(A Government of India Enterprise)

REGD. OFFICE: P.O. DULIAJAN, DISTT. DIBRUGARH, ASSAM -786 602  
CIN : L11101AS1959GOI001148 Website : [www.oil-india.com](http://www.oil-india.com)

### **NOTICE TO THE MEMBERS**

**NOTICE** is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company has sought the approval of the members, through Postal ballot including e-voting for issue of bonus shares in the proportion of 1 (One) new equity share of Rs.10/- each for every 2 (Two) existing equity shares of Rs.10/- each (fully paid-up) of the Company. Members whose name appear in the Register of Members/ Beneficial Ownership Position maintained by the Depositories i.e. NSDL & CDSL as on the cut-off date i.e. 09.02.2018 have been considered for sending the Notice to them. The voting rights has been reckoned in proportion to the paid-up equity shares registered in the name of members as on the said cut-off date.

**NOTICE** is further given that-

- (i) email along-with the soft copy of Postal Ballot Notice & Form have been sent to those members having email address registered with the Depositories, and
- (ii) Physical copy of the Postal ballot notice along with the postal ballot form and pre-paid envelope have been sent to those members, who do not have email address registered with the Depositories.

The process of despatch of notices to the members has been completed on 19.02.2018.

In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing the facility to its members to exercise their right to vote by electronic means as an alternative mode of postal ballot voting which will enable them to cast their votes electronically. The Company has engaged the services of **M/s Karvy Computershare Pvt. Ltd. ("Karvy")** to provide e-voting facility to the members.

The e-voting commences on **Tuesday, 20<sup>th</sup> February, 2018 at 9:00 AM (IST)** and ends on **Wednesday, 21<sup>st</sup> March, 2018 at 05:00 PM (IST)**. Any member who has not received the Postal ballot notice and form may email to the Registrar and Share Transfer Agent (RTA) of the company i.e. M/s Karvy at [einward.ris@karvy.com](mailto:einward.ris@karvy.com) for obtaining duplicate form.

Members who cast their votes electronically should not vote through ballot paper. However, in case a member votes electronically as well as through ballot paper, the vote cast through ballot paper will be ignored.

The Company has appointed CS Manish Gupta, Partner, M/s RMG & Associates, Company Secretaries, as Scrutinizer to conduct the postal ballot process and scrutinize the e-voting process in a fair and transparent manner. All the members are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed form in pre-paid envelope, to the scrutinizer not later than 5:00 PM (IST) on **21<sup>st</sup> March, 2018**. Any postal ballot received from the member beyond the said date will not be valid and voting by electronic means shall not be allowed beyond the said date.

In case of any query / grievance relating to e-voting, members may contact at the following address: Shri K.S.Reddy, Karvy Computershare Pvt. Ltd., Unit: Oil India Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032. Tel. Nos.: (040) 67161526; Fax No.: (040) 23001153; Email Address: [evoting@karvy.com](mailto:evoting@karvy.com).

The results declared along with the scrutinizer's report shall be placed on the Company's website ([www.oil-india.com](http://www.oil-india.com)) and on the website of Karvy (<https://evoting.karvy.com>) for information of the members and would also be communicated to the Stock Exchanges.

For further details visit <http://www.oil-india.com/Investor-services>, [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

For OIL INDIA LIMITED  
Sd/-  
(S. K.SENAPATI)  
CGM (Legal & CS)

Place : Noida  
Date : 20.02.2018

Size: 8x17