



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, वेबसाईट / Website : www.oil-india.com

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

Dated: August 24, 2018

National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051. Scrip Code: OIL	BSE Limited, Department of Corporate Service, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001. Scrip Code: 533106
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Sub : Notice of Annual General Meeting (AGM)


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

Sir,

We hereby submit the Notice of 59<sup>th</sup> AGM scheduled to be held on September 22, 2018 at 11.00 AM at the Registered Office of the Company at Duliajan, Assam.

It is requested to kindly take note of the above.

Yours faithfully,  
Oil India Limited

  
(S. K. Senapati)  
Company Secretary

Encl: As above

CC:

National Securities Depository Ltd.,  
Trade World, 4<sup>th</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai-400 013

Central Depository Services (India) Ltd.  
Marathon Futurex,  
A-Wing, 25<sup>th</sup> Floor,  
NM Joshi Marg,  
Lower Parel,  
Mumbai - 400 013

Karvy Computershare Pvt Ltd, Hyderabad

} For information and  
necessary action please.



## NOTICE

NOTICE is hereby given that the 59<sup>th</sup> Annual General Meeting of the Shareholders of Oil India Limited will be held on Saturday, the 22<sup>nd</sup> day of September, 2018 at 11.00 AM at Bihutoli, Duliajan, Distt. Dibrugarh, Assam-786 602, to transact the following businesses:-

### (A) ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2018 together with Report of the Board of Directors, 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 2017-18 on the equity shares of the Company.
3. To appoint a Director in place of Shri P. K. Sharma, Director (Operations) (DIN: 07194463), who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorize the Board of Directors to decide remuneration / fees of the Statutory Auditors of the Company, appointed by the Comptroller & Auditor General of India for the financial year 2018-19.

### (B) SPECIAL BUSINESS

5. **Appointment of Prof. (Dr.) Asha Kaul (DIN: 06987839) as an Independent Director of the Company**

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

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, read with schedule IV to the Act, as amended from time to time, **Prof. (Dr.) Asha Kaul** (DIN: 06987839), who was appointed as a Non-official part-time director by the President of India for a period of three years vide letter no. C-31034/2/2017-CA/FTS:49128 dated 8<sup>th</sup> September, 2017 and subsequently inducted as an Additional Director in terms of section 161 of the Companies Act, 2013, [designated as Independent Director] by the Board of Directors of the Company with effect from 23.09.2017 to hold office till the date of this Annual General Meeting and in respect of whom, the Company

has received a notice in writing under section 160 of the Companies Act, 2013 proposing her candidature as a Director be and is hereby appointed as a Director of the Company not liable to retire by rotation."

6. **Appointment of Dr. Priyank Sharma (DIN: 07940638) as an Independent Director of the Company**

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

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, read with schedule IV to the Act, as amended from time to time, **Dr. Priyank Sharma** (DIN: 07940638), who was appointed as a Non-official part-time director by the President of India for a period of three years vide letter no. C-31034/2/2017-CA/FTS:49128 dated 8<sup>th</sup> September, 2017 and subsequently inducted as an Additional Director in terms of section 161 of the Companies Act, 2013, [designated as Independent Director] by the Board of Directors of the Company with effect from 23.09.2017 to hold office until the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature as a Director be and is hereby appointed as a Director of the Company not liable to retire by rotation."

7. **Appointment of Shri S. Manoharan (DIN: 03521659) as an Independent Director of the Company**

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

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, read with schedule IV to the Act, as amended from time to time, **Shri S. Manoharan** (DIN: 03521659), who was appointed as a Non-official part-time director by the President of India for a period of three years vide letter no. C-31034/2/2017- CA/FTS:49128 dated 8<sup>th</sup> September, 2017 and subsequently inducted as Additional Director in terms of section 161 of the Companies Act, 2013, [designated as Independent Director] by the Board of Directors



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Oil India Limited

of the Company with effect from 23.09.2017 to hold office until the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature as a Director be and is hereby appointed as a Director of the Company not liable to retire by rotation.”

**8. Appointment of Ms. Amina R. Khan (DIN: 07940639) as an Independent Director of the Company**

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

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Ms. Amina R. Khan** (DIN: 07940639), who was appointed as a Non-official part-time director by the President of India for a period of three years vide letter no. C-31034/2/2017-CA/FTS:49128 dated 8<sup>th</sup> September, 2017 and subsequently inducted as an Additional Director in terms of section 161 of the Companies Act, 2013, [designated as Independent Director] by the Board of Directors of the Company with effect from 23.09.2017 to hold office until the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing her candidature as a Director be and is hereby appointed as a Director of the Company not liable to retire by rotation.”

**9. Ratification of the remuneration of the Cost Auditors for financial year 2018-19**

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

“RESOLVED THAT pursuant to section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Dhananjay V Joshi & Associates, the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2018-19, be paid the remuneration as set out in the statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**10. Approval for raising of funds upto ₹ 7,000 crore through issuance of Bonds/ Debentures on private placement basis.**

To consider and if thought fit, to pass, with or without modification(s), 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), as well as rules prescribed thereunder, the Board of Directors be and is hereby authorized to issue secured / unsecured, redeemable, non-convertible Bonds / Debentures aggregating upto ₹ 7,000 crore (Rupees Seven thousand crore) from domestic as well as overseas market on private placement basis within a year from the date of approval by members and within the overall borrowing limits of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is 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/ Debentures 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.”

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

Place: NOIDA  
Date: 13.08.2018

## 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 profile and information 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](http://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 the Share Transfer Books of the Company will remain closed from **15<sup>th</sup> September, 2018 to 22<sup>nd</sup> September, 2018** (both days inclusive) for the purpose of ascertaining the eligibility of members for payment of dividend. The dividend payable on equity shares, if approved by the members will be paid to those members whose names appear on the Company's Register of members and as per beneficial owners' position received from NSDL & CDSL as at the close of working hours on **14<sup>th</sup> September, 2018**.
- j. Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
- k. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.
- l. 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](mailto:einward.ris@karvy.com), Telephone No.040-67161526.
- m. 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.
- n. Pursuant to the provisions of the Companies Act, 2013, the Company has transferred all unclaimed dividends declared upto the financial year 2010-11 (Interim) to the Investor Education & Protection Fund (IEPF) established by the Central Government. Further, the unclaimed shares for which dividends are unclaimed for the last seven years have also been transferred to the designated Demat Account of IEPF. The unclaimed final dividend 2010-11, unclaimed interim dividend 2011-12 and unclaimed second interim dividend 2011-12 alongwith the concerned unclaimed shares will also be transferred to the IEPF in November, 2018, February, 2019 and April, 2019 respectively.
- o. Members, who have not en-cashed their dividend warrant(s) so far for the years 2010 -11 (Final) to 2017-18 (Interim), are requested to write to the RTA, Karvy Computershare Private Limited, Hyderabad or to the Company for claiming the unpaid dividends.
- p. 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.



- q. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated 20.04.2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.
- r. The Members may kindly note that as per the amended Regulation 40 of SEBI (LODR) Regulations, 2015, w.e.f December 5, 2018, transfer of securities would be carried out in dematerialized form only. Accordingly, members holding shares in physical mode are advised to demat their physical shareholdings at the earliest.
- s. Non-Resident Indian members are requested to inform Karvy, immediately of:
- Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- t. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
- u. 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 **15<sup>th</sup> September, 2018**.

#### 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 SEBI (LODR) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy on all resolutions set forth in this Notice, from a place other than the venue of the meeting (Remote e-voting). Mr. Manish Gupta, Partner, M/s. RMG & Associates, Practicing Company Secretary has been appointed as Scrutinizer for e-voting process for the AGM.
- (A) In case a member receives an email from Karvy [for members whose email ids are registered with the Company/Depository Participants (s)]:
- Launch internet browser by typing the URL:  
<https://evoting.karvy.com>.
  - 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.
  - 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 credentials.
  - On successful login, the system will prompt you to select the "EVENT" i.e., "Name of the Company"
  - 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 "FOR" and partially "AGAINST" but the total number "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned. 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.
  - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - 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.
  - You may then cast your vote by selecting an appropriate option and click on "Submit".
  - 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](mailto:evoting@rmgcs.com) with a copy marked to [evoting@karvy.com](mailto: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)]:
- E-Voting Event Number - XXXX (EVEN), User Id and Password is provided in the Attendance Slip.
  - Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. Voting at the AGM: The members, who have not casted 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. The members who have already casted their votes by remote e-voting are not entitled to cast their vote again in the meeting, however these members are eligible to attend 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**
- 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](mailto:evoting@karvy.com) or phone no. 040-6716 1500 or call Karvy's toll free No. 1800-34-54-001 for any further clarifications.
  - 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).
  - The remote e-voting period commences on **18<sup>th</sup> September, 2018** (9:00 AM IST) and ends on **21<sup>st</sup> September, 2018** (5:00 PM IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (15<sup>th</sup> September, 2018) may cast their votes electronically. A person, who is not a member on the cut-off date, should treat this Notice for information only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is casted by the member, the member shall not be allowed to change it subsequently.
- 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. 15th September, 2018.
  - 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 :
    - 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
    - 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.
    - Member may call Karvy's toll free number 1800-3454-001.
    - Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).

## EXPLANATORY STATEMENT

### ITEM NO. 5

Prof. (Dr.) Asha Kaul (DIN: 06987839) was appointed as Non-official part-time director vide letter no. C-31034/2/2017- CA/FTS:49128 dated 8th September, 2017 issued by Ministry of Petroleum and Natural Gas, Government of India and was accordingly inducted as an additional director (designated as Independent Director) w.e.f 23.09.2017 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 Prof. (Dr.) Asha Kaul for the office of director.

Prof. (Dr.) Asha Kaul, if appointed, will not be liable to retire by rotation. Prof. (Dr.) Asha Kaul 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 director / key managerial personnel of the Company except Prof. (Dr.) Asha Kaul is interested or concerned in the resolution.

The Board recommends the resolution for your approval.

**ITEM NO. 6**

Dr. Priyank Sharma (DIN: 07940638) was appointed as Non-official part-time director vide letter no. C-31034/2/2017-CA/FTS:49128 dated 8th September, 2017 issued by Ministry of Petroleum and Natural Gas, Government of India and was accordingly inducted as an additional director (designated as Independent director) w.e.f 23.09.2017 to hold office upto this Annual General Meeting. The Company has received a notice in writing pursuant to the provisions of section 160 of the Companies Act, 2013, proposing the candidature of Dr. Priyank Sharma for the office of director.

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

None of the director / key managerial personnel of the Company except Dr. Priyank Sharma is interested or concerned in the resolution.

The Board recommends the resolution for your approval.

**ITEM NO. 7**

Shri S. Manoharan (DIN: 03521659) was appointed as Non-official part-time director vide letter no. C-31034/2/2017-CA/FTS:49128 dated 8th September, 2017 issued by Ministry of Petroleum and Natural Gas, Government of India and was accordingly inducted as an additional director (designated as Independent director) w.e.f 23.09.2017 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 S. Manoharan for the office of director.

Shri S. Manoharan, if appointed, will not be liable to retire by rotation. Shri S. Manoharan is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a director.

None of the director / key managerial personnel of the Company except Shri S. Manoharan is interested or concerned in the resolution.

The Board recommends the resolution for your approval.

**ITEM NO. 8**

Ms. Amina R. Khan (DIN: 07940639) was appointed as Non-official part-time director vide letter no. C-31034/2/2017-CA/FTS:49128 dated 8th September, 2017 issued by Ministry of Petroleum and Natural Gas, Government of India and was accordingly inducted as an additional director (designated as Independent Director) w.e.f 23.09.2017 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 Ms. Amina R. Khan for the office of director.

Ms. Amina R. Khan, if appointed, will not be liable to retire by rotation. Ms. Amina R. Khan 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 director/ key managerial personnel of the Company except Ms. Amina R. Khan is interested or concerned in the resolution.

The Board recommends the resolution for your approval.

**ITEM NO. 09**

The Board, on the recommendation of the Audit & Ethics Committee, has approved the appointment of M/s Dhananjay V Joshi & Associates as Cost Auditor at an aggregate remuneration of ₹ 3.00 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, 2019. 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, 2019.

None of the director/ key managerial personnel of the Company is interested or concerned in the resolution.

The Board recommends the resolution for your ratification.

**ITEM NO. 10**

To approve issuance of Bonds /Debentures on private placement basis.

The section 42 of the Companies Act, 2013 and rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules 2014 provides 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 invitations for such debentures during the year. The Company has raised money by issue of Bonds in the nature of Debentures to meet its capital expenditure as well as working capital requirements in the year 2014. 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 ₹ 7000 crore (from domestic as well as overseas market) in aggregate, through private placement of Bonds /Debentures as it may deem necessary during the period of one year from the date of approval by members within the overall borrowing limit of the Company.

None of the director/ key managerial personnel of the Company is interested or concerned in the resolution.

The Board recommends the resolution for your approval.



**A BRIEF PROFILE AND INFORMATION OF DIRECTORS BEING APPOINTED / REAPPOINTED**

Name of the Director	Shri P. K. Sharma, Director (Operations)	Prof. (Dr.) Asha Kaul, Independent Director	Dr. Priyank Sharma, Independent Director
Date of Birth	01.06.1960	23.09.1960	26.09.1975
Date of Appointment	01.06.2015	23.09.2017	23.09.2017
No of Shares held	4500	NIL	NIL
Qualification (s) and Experience in Specific Functional Areas	Mr. Pramod Kumar Sharma is a Post Graduate in Geophysics from Banaras Hindu University (BHU), Varanasi (UP) and also possesses a Post Graduate Diploma in Management (PGDM) with dual specialization in HR & International Business, from All India Management Association (AIMA), New Delhi.  Mr. Sharma has to his credit an experience of more than three decades in the E&P industry in India and abroad.	Prof. Asha Kaul, Ph.D, is a Professor in the Area of Communication at the Indian Institute of Management Ahmedabad, India. Dr. Kaul received her Ph.D in the area of Stylistics from the Indian Institute of Technology, Kanpur, India. Her specialisation is in the area of oral, written and corporate communication, social media, leadership, presentation skills and gender discourse. Dr. Kaul has authored a number of books, research papers, conference papers, teaching notes and newspaper articles.	Dr. Priyank Sharma is a Chartered Accountant, Ph.D in management and IFRS from ACCA UK with over fifteen years of work experience in the corporate sector. Presently, Dr. Sharma is working as APAC BPC Leader: Finance, Procurement with Syngenta Services Pvt. Ltd which is a pioneer company in the field of agriculture. Earlier, he had worked with Deutsche Bank, Metro Global Business Services Private Ltd, Genpact and ICICI Bank in various capacities.
Directorship held in other Companies including Companies incorporated outside India	i. Oil India (USA) Inc. ii. World Ace Investment Ltd, Cyprus	-	-
Membership / Chairmanship of Board Committees of all Companies in which they are Directors	1	1	1



Name of the Director	Shri S. Manoharan, Independent Director	Ms. Amina R. Khan, Independent Director
Date of Birth	29.05.1950	18.06.1966
Date of Appointment	23.09.2017	23.09.2017
No of Shares held	NIL	NIL
Qualification (s) and Experience in Specific Functional Areas	<p>Shri S. Manoharan belonged to the 1975 batch of the Indian Administrative Service and joined on the 13<sup>th</sup> July 1975 and allotted to the Assam-Meghalaya Cadre. He had served in multifarious assignments in the State of Assam that included field level assignments such as Deputy Commissioner of two districts, Commissioner of two divisions and Secretariat assignments such as Joint Secretary in Home Political departments, Commissioner and Secretary to the Government of Assam, Health, Family Welfare Department, Chief Electoral Officer, Assam, Principal Resident Commissioner, Government of Assam, New Delhi, etc. He had served on four different deputation assignments under the Government of India as well. His last assignment was Special Secretary to the Government of India in the Union Ministry of Water Resources at New Delhi. He attained superannuation from the Indian Administrative Service on 31<sup>st</sup> May 2010. His academic qualifications include Post Graduation in Zoology, Defence Studies and International Development Studies (University of Bradford, United Kingdom)</p>	<p>Ms. Amina Khan did her Bachelor of Science from Mumbai University. Ms. Khan has been associated with Health Industry since 1992. Ms. Khan possesses excellent communication skills and has the zeal to accomplish responsibilities.</p>
Directorship held in other Companies including Companies incorporated outside India	-	-
Membership / Chairmanship of Board Committees of all Companies in which they are Directors	2	2



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

**59<sup>TH</sup> ANNUAL GENERAL MEETING : 22.09.2018**

**ATTENDANCE SLIP**

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

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 59<sup>th</sup> Annual General Meeting of the Company held at Bihutoli, Duliajan, Distt. Dibrugarh, Assam on Saturday, the 22<sup>nd</sup> day of September, 2018 at 11:00 AM.

Member's / Proxy's

Signature

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



ऑयल इंडिया लिमिटेड  
(भारत सरकार का उद्यम)  
**Oil India Limited**  
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CIN : L11101AS1959GOI001148, Email: investors@oilindia.in, Website: www.oil-india.com  
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**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 **59<sup>th</sup> Annual General Meeting** of the Company, to be held on **Saturday, 22<sup>nd</sup> September 2018 at 11:00 a.m. at Bihutoli, Duliajan, Assam-786602** and at any adjournment thereof in respect of such resolutions as are indicated below:

S No.	RESOLUTIONS
<b>ORDINARY BUSINESS</b>	
1.	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the year ended on 31st March, 2018 together with Report of the Board of Directors, 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 2017-18 on the equity shares of the Company.
3.	To appoint a Director in place of Shri P. K. Sharma, Director (Operations) (DIN: 07194463), who retires by rotation and being eligible, offers himself for re-appointment.
4.	To authorize the Board of Directors to decide remuneration / fees of the Statutory Auditors of the Company, appointed by the Comptroller & Auditor General of India for the financial year 2018-19.
<b>SPECIAL BUSINESS</b>	
5.	Appointment of Prof. (Dr.) Asha Kaul (DIN: 06987839) as an Independent Director of the Company.
6.	Appointment of Dr. Priyank Sharma (DIN: 07940638) as an Independent Director of the Company.
7.	Appointment of Shri S. Manoharan (DIN: 03521659) as an Independent Director of the Company.
8.	Appointment of Ms. Amina R. Khan (DIN: 07940639) as an Independent Director of the Company.
9.	Ratification of the remuneration of the Cost Auditors for financial year 2018-19.
10.	Approval for raising of funds upto ₹ 7,000 crore through issuance of Bonds/Debentures on private placement basis.

Signed this ..... day of ..... 2018.

.....  
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.

# ROUTE MAP

