



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 56th Annual General Meeting of the Shareholders of Oil India Limited will be held on Saturday, the 26th day of September, 2015 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, 2015 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 thereon.
2. To confirm the payment of Interim Dividend and to declare Final Dividend for the financial year 2014-15 on the equity shares of the Company.
3. To appoint a Director in place of Shri Nalin Kumar Srivastava (DIN: 06682842), who retires by rotation and being eligible, offers himself for reappointment.
4. 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 2015-16.

(B) SPECIAL BUSINESS

5. To appoint Shri Biswajit Roy (DIN: 07109038), as Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act 2013, Rules made there-under, Shri Biswajit Roy (DIN: 07109038), who was

appointed as Director (HR&BD), by the President of India vide letter no. C-31014/1/2013-CA/FTS: 23934 dated. 07.05.2015 and subsequently appointed as an additional director by the Board of Directors with effect from 08.05.2015 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 Biswajit Roy for the office of a director of the Company, be and is hereby appointed as Director (HR&BD) of the Company on terms & conditions determined by the Govt. of India and shall be liable to retire by rotation.”

6. To appoint Shri. Pramod Kumar Sharma (DIN: 07194463), as Director of the Company and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act 2013, Rules made there-under, Shri. Pramod Kumar Sharma (DIN: 07194463), who was appointed as Director (Operations), by the President of India vide letter no.C-31014/3/2013-CA/FTS:26283 dated. 04.03.2015 and subsequently appointed as an additional director by the Board of Directors with effect from 01.06.2015 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. Pramod Kumar Sharma for the office of a director of the Company, be and is hereby appointed as Director (Operations) of the Company on terms & conditions determined by the Govt. of India and shall be liable to retire by rotation”



7. To ratify the remuneration of the Cost Auditors for the financial year 2015-16 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 2015-16, be paid the remuneration as set out in the statement annexed to the notice convening this meeting.

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

By Order of the Board
OIL INDIA LIMITED
Sd/-

(S. R. Krishnan)
Company Secretary

Place: NOIDA

Dated: 31.08.2015

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 / re-appointed 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 19th September, 2015 to 26th September, 2015 (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 18th September, 2015.
- (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 2006-07 and interim dividend for the financial year 2007-08 to Investor Education & Protection Fund (IEPF) established by the Central Government. Upon completion of 7 years, the Company would transfer the unclaimed / unpaid final dividend for the financial year 2007-08 in October, 2015. The dividend for the financial year 2008-09 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 2008-09 to 2014-15, 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 19.09.2015.

Facility for E-Voting

- I. The Company has engaged the services of Karvy Computershare Private Limited (Karvy)

for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

- (a) In case of members receiving an e-mail from Karvy :
- (i) Launch an internet browser and open <https://evoting.karvy.com>.
- (ii) Enter the login credentials (i.e. user id and password). The event no.+folio no. or DP id- client id will be your user 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 the above details click on - Login.
- (iv) Password change menu will appear. change the password with a new password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to 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. On successful login, the system will prompt you to select the E-Voting Event.
- (vi) Select the EVENT "Oil India Limited" and click on 'Submit'.
- (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.



- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer (CS Manish Gupta, Partner, M/s RMG & Associates, Company Secretaries) by an e-mail at evoting@rmgcs.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 India Ltd, 56th AGM"
- (b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

INITIAL PASSWORD IS PROVIDED, AS FOLLOWS, AT THE BOTTOM OF THE ATTENDANCE SLIP.

EVENT (E-Voting Event Number)	USER ID	PASSWORD
-	-	-

Please follow all steps from Sr. No. (i) to (xi) above, to cast vote.

- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
- III. If you are already registered with Karvy for e-voting then you can use your existing user id and password for casting vote.
- IV. The voting rights shall be as per the number of equity shares held by the Member(s) as on 19.09.15. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. The voting period shall commence at 9.00 a.m. on Wednesday, 23rd September, 2015 and will end at 5.00 p.m. on Friday, 25th September, 2015. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
- VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

VII. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

VIII. Members who have acquired shares after the despatch of the Annual Report and before the cut-off date may contact M/s Karvy Computershare Private Limited for issuance of the user id and password for exercising their right to vote by electronic means.

- a. If the mobile number of the member is registered against folio No. / DP id client id, the member may send SMS : MYEPWD <space> 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> OIL0001234

- b. If e-mail or mobile number of the member is not 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.

c. Member may call Karvy's toll free number 1-800-3454-001

d. Member may send an e-mail request to: evoting@karvy.com

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

EXPLANATORY STATEMENT

ITEM NO. 5

Shri Biswajit Roy (DIN: 07109038) was appointed as Director (HR&BD) of the Company by the President of India vide letter no. C-31014/1/2013-CA/FTS:23934 dated. 07.05.2015 issued by Ministry of Petroleum and Natural Gas and was accordingly appointed as an Additional Director w.e.f 08.05.2015 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 Biswajit Roy for the office of Director (HR&BD). Shri Biswajit Roy, if appointed, will be liable



to retire by rotation. The terms and conditions regulating the appointment of Shri Biswajit Roy is to be determined by the Government of India.

Shri Biswajit Roy 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 Biswajit Roy is interested or concerned in the resolution.

The board recommends the resolution for your approval.

ITEM NO. 6

Shri Pramod Kumar Sharma (DIN: 07194463) was appointed as Director (Operations) of the Company by the President of India vide Letter No. C-31014/3/2013-CA/FTS:26283 dated. 04.03.2015 issued by Ministry of Petroleum and Natural Gas and was accordingly appointed as an Additional Director w.e.f 01.06.2015 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 Pramod Kumar Sharma for the office of Director (Operations). Shri Pramod Kumar Sharma, if appointed, will be liable to retire by rotation. The terms and conditions regulating the appointment of Shri Pramod Kumar Sharma is to be determined by the Government of India.

Shri. Pramod Kumar 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 Directors / Key Managerial Personnel of the Company except Shri Pramod Kumar Sharma 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, 2016.

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, 2016.

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.



Name of Director	Shri N. K. Srivastava	Shri Biswajit Roy	Shri P. K. Sharma
Date of Birth	19.09.1975	01.07.1961	01.06.1960
Date of appointment	22.08.2013	08.05.2015	01.06.2015
Qualification	<ul style="list-style-type: none"> B.Tech. in Mechanical Engineering and Masters in Industrial Engineering from National Institute of Industrial Engineering, Mumbai MBA in Finance and is certified Cost and Works Accountant from ICWAI 	<ul style="list-style-type: none"> Graduate in Chemical Engineering from University of Roorkee (now, IIT Roorkee) National Management Programme (NMP) from Management Development Institute (MDI), Gurgaon. 	<ul style="list-style-type: none"> Post Graduate in Geophysics from Banaras Hindu University (BHU), Varanasi (UP) Post Graduate Diploma in Management (PGDM) with dual specialization in HR & International Business, from All India Management Association (AIMA), New Delhi
No. of shares held	-	-	2250
Experience in specific functional areas	<p>Mr. Nalin Kumar Srivastava joined Indian Civil Accounts Service in 2001.</p> <p>He has specialized in the area of Auditing in General and IT Auditing in particular. He is a Certified Internal Auditor and Certified Government Auditing Professional from Institute of Internal Auditor, Florida, Certified Information System Auditor and Certified Information Security Manager from ISACA, USA, Certified Fraud Examiner from Association of Certified Fraud Examiners, USA. Presently, he is looking after Exploration as Deputy Secretary in the division. Prior to this he has also worked in Ministry of Home Affairs, Department of Personnel and Training, Central Board of Direct Taxes, Central Pension Accounting Office etc. He has also worked in the Internal Audit Department of World Bank at Washington. Prior to Joining ICAS in 2001, he was working with Mechanical Engineering Department of Indian Railways and belonged to IRSME-97 Exam batch.</p>	<p>Mr. Biswajit Roy has over 32 years of rich experience in the Oil Industry, spanning across a spectrum of diverse functions such as Marketing, Operations, Business Development, Human Resources, besides a stint at the Overseas Office of IndianOil at Dubai. Some of the HR Initiatives in which Mr. Roy has been actively associated with includes introduction of Leadership (Assessment) Centres and multi-rater (360) appraisal system, implementation of electronic performance management system (ePMS), formulation of new Vision and its implementation strategy, besides heading an Industry Team on setting up of 'Hydrocarbon Sector Skill Council (HSSC)'. He also has to his credit many publications in National and International journals and made presentations at international forums. He has won many coveted Awards like 'Overall Winner' of the prestigious Global HRD Award 2014, presented by International Federation of Training & Development Organizations (IFTDO). He is a Core Committee member of National HRD Network (NHRDN), Delhi and NCR Region for the period 2014-16, for building the "HR brand". Mr. Roy has also been chosen to be an UNCTAD-certified trainer by United Nations Conference on Trade and Development (UNCTAD) on 'entrepreneurship'.</p>	<p>Mr. P.K Sharma has to his credit an experience of more than three decades in the E&P industry in India and abroad. He has worked at various senior positions in the Fields Head Quarters of the Company at Duliajan, Assam. His last assignment was as Group General Manager (OSD) with Director (Operations). Before being OSD, he was Group General Manager (Business Development) at Corporate Office, Noida. As GGM (BD) he led the Business Development team in Oil India Limited, while discharging the additional responsibilities as Chief Executive Officer (CEO) of Oil India International Limited (OILL), a wholly owned subsidiary of the company. Prior to this he acted as General Manager (Centralized Monitoring Group), looking after Offshore Operated Projects and monitoring & supporting the NELP E&P programmes of the Company.</p>
Directorship held in other Company (ies)	Mangalore Refinery and Petrochemicals Ltd	(i) Oil India Int'l Ltd (ii) Oil India (USA) Inc.	(i) WorldAce Investment Ltd. (ii) Oil India (USA) Inc.
Membership/Chairmanship of the committee of the Board of other companies in which they are directors	Chairman, Audit Committee Mangalore Refinery and Petrochemicals Ltd	-	-



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(भारत सरकार का उद्यम)

Oil India Limited

(A Government of India Enterprise)

IMPORTANT COMMUNICATION TO MEMBERS

Pursuant to Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and Clause 32 of the Listing Agreement, Annual Report of the Company has been sent through email to those members whose email id is registered with the Company / Depository. In case any member wants a physical copy of the Annual Report he may write to the Company Secretary / RTA.

MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ADDRESS ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS EITHER WITH DEPOSITORIES OR WITH THE COMPANY IN THE FORMAT GIVEN BELOW.

FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS / NOTICES BY ELECTRONIC MODE

To,
 Karvy Computershare Private Limited
 Unit: Oil India Limited
 Karvy Selenium Tower B, Plot No 31 & 32
 Gachibowli, Financial District,
 Nanakramguda, Serilingampally
 Hyderabad – 500 032

Please register my email address given below in your records for all sending communication through email including Annual Reports.

Name of Sole / First Holder : _____
 DP id / Client id / Folio No. : _____
 PAN No. : _____
 E-mail Address : _____

(Signature of Member)

Date : _____

Place : _____