



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 – 786602

## NOTICE

NOTICE is hereby given that the 58<sup>th</sup> Annual General Meeting of the Shareholders of Oil India Limited will be held on Saturday, the 23<sup>rd</sup> day of September, 2017 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 Financial Statements including Consolidated Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2017 together with Board's Report, 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 2016-17 on the equity shares of the Company.
3. To appoint a Director in place of Shri Biswajit Roy, Director (HR&BD) (DIN: 07109038), who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorise the Board of Directors to decide remuneration / fees of the Joint Statutory Auditors of the Company appointed by the Comptroller & Auditor General of India for the financial year 2017-18.

### (B) SPECIAL BUSINESS

5. To appoint Dr. P.Chandrasekaran (DIN: 07778883), as Director (Exploration & Development) of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act 2013, Rules made thereunder, Dr. P.Chandrasekaran (DIN: 07778883), who was appointed as Director (Exploration & Development), by the President of India vide letter no. C-31014/5/2015-CA/FTS:38931 dated 21<sup>st</sup> February, 2017 and subsequently appointed as an Additional Director [designated as Director (Exploration & Development)] by the Board of Directors with effect from 01.04.2017 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 Dr. P.Chandrasekaran for the office of Director (Exploration & Development) of the Company, be and is hereby appointed as Director of the Company on terms & conditions determined by the Govt. of India and shall be liable to retire by rotation.”

6. To ratify the remuneration of the Cost Auditors for the financial year 2017-18 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 Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Mani & Co., Cost Accountants, Kolkata, 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 2017-18, 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.”

7. 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), 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 ₹ 7,000 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.”



“FURTHER RESOLVED 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.K. Senapati)

General Manager (CS&Legal)

Place : Noida

Date : 21.08.2017

- 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 16<sup>th</sup> September, 2017 to 23<sup>rd</sup> September, 2017 (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 15<sup>th</sup> September, 2017.
- 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](mailto: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 2009-10 (Interim) to Investor Education & Protection Fund (IEPF) established by the Central Government. The dividend for the financial year 2009-10 (Final) and thereafter, which remains unpaid or unclaimed for a

## 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.

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 (Final) to 2016-17 (Interim), 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 the 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 16<sup>th</sup> September, 2017.

#### 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). Mr Manish Gupta, Partner, RMG & Associates, Company Secretaries has been appointed as Scrutinizer for conducting the Voting 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)]:

- 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



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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)]:

- 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](mailto: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 20<sup>th</sup> September, 2017 (9:00 AM IST) and ends on 22<sup>nd</sup> September, 2017 (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 16<sup>th</sup> September, 2017, 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. 16<sup>th</sup> September, 2017.

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](mailto: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. 5**

Dr. P.Chandrasekaran (DIN: 07778883) was appointed as Director (Exploration & Development) of the Company by the President of India vide Letter No. C-31014/5/2015-CA/FTS:38931 dated 21<sup>st</sup> February, 2017 issued by Ministry of Petroleum and Natural Gas and was accordingly appointed as an Additional Director [designated as Director (E&D)] w.e.f 01.04.2017 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. P.Chandrasekaran for the office of Director (E&D). Dr. P.Chandrasekaran, if appointed, will be liable to retire by rotation. The terms and conditions regulating the appointment are determined by the Government of India. Dr. P.Chandrasekaran 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 Dr. P.Chandrasekaran is interested or concerned in the resolution.

The Board recommends the resolution for your approval.

#### ITEM NO. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Mani & Co., Cost Accountants, Kolkata 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, 2018. 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 Auditor for the financial year ending March 31, 2018.

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. 7

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 ₹ 7,000 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 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.

#### Brief profile and information of Directors being appointed / reappointed

Name of the Director	Shri Biswajit Roy, Director (HR&BD)	Dr. P. Chandrasekaran, Director (E&D)
Date of Birth	01.07.1961	29.06.1961
Date of Appointment	08.05.2015	01.04.2017
Qualification	B.E (Chemical Engineering) from University of Roorkee (now IIT Roorkee), National Management Programme (NMP) from Management Development Institute (MDI), Gurgaon	Post-graduation in Geology from Madras Presidency College and Ph.D from IIT Roorkee on the subject "Petroleum Prospect and Risk Evaluation"
No of Shares held	NIL	NIL
Experience in Specific Functional Areas	Over 33 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 Indian Oil at Dubai.	Over 33 years of experience in various facets of petroleum exploration like Operations, Geology, G & G data interpretation, reserve estimation, petroleum risk and economic analysis, exploration management including drawing short, medium and long term plans, monitoring of exploration activities & Exploration Portfolio Management.
Directorship held in other Companies including Companies incorporated outside India	i. Oil India (USA) Inc. ii. JSC Vankorneft iii. Taas-Yuryakh Neftegazodobycha LLC iv. Beas Rovuma Energy Mozambique Ltd v. Oil India International Limited	Oil India International Limited
Membership / Chairmanship of Board Committees of all Companies in which they are Directors	1	3



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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

**58<sup>TH</sup> ANNUAL GENERAL MEETING : 23.09.2017**

**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 58<sup>th</sup> Annual General Meeting of the Company held at Bihutoli, Duliajan, Distt. Dibrugarh, Assam on Saturday, the 23<sup>rd</sup> day of September, 2017 at 11.00 AM.

Member's / Proxy's

Signature

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



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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

PROXY FORM

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

Table with 2 columns: Field Name, Value. Fields include 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 58th Annual General Meeting of the Company, to be held on Saturday, 23rd September 2017 at 11:00 a.m. at Bihutoli, Duliajan, Assam-786602 and at any adjournment thereof in respect of such resolutions as are indicated below:

Table with 2 columns: S No., RESOLUTIONS. Contains 7 resolutions under Ordinary and Special Business.

Signed this ..... day of ..... 2017.

Signature of Member

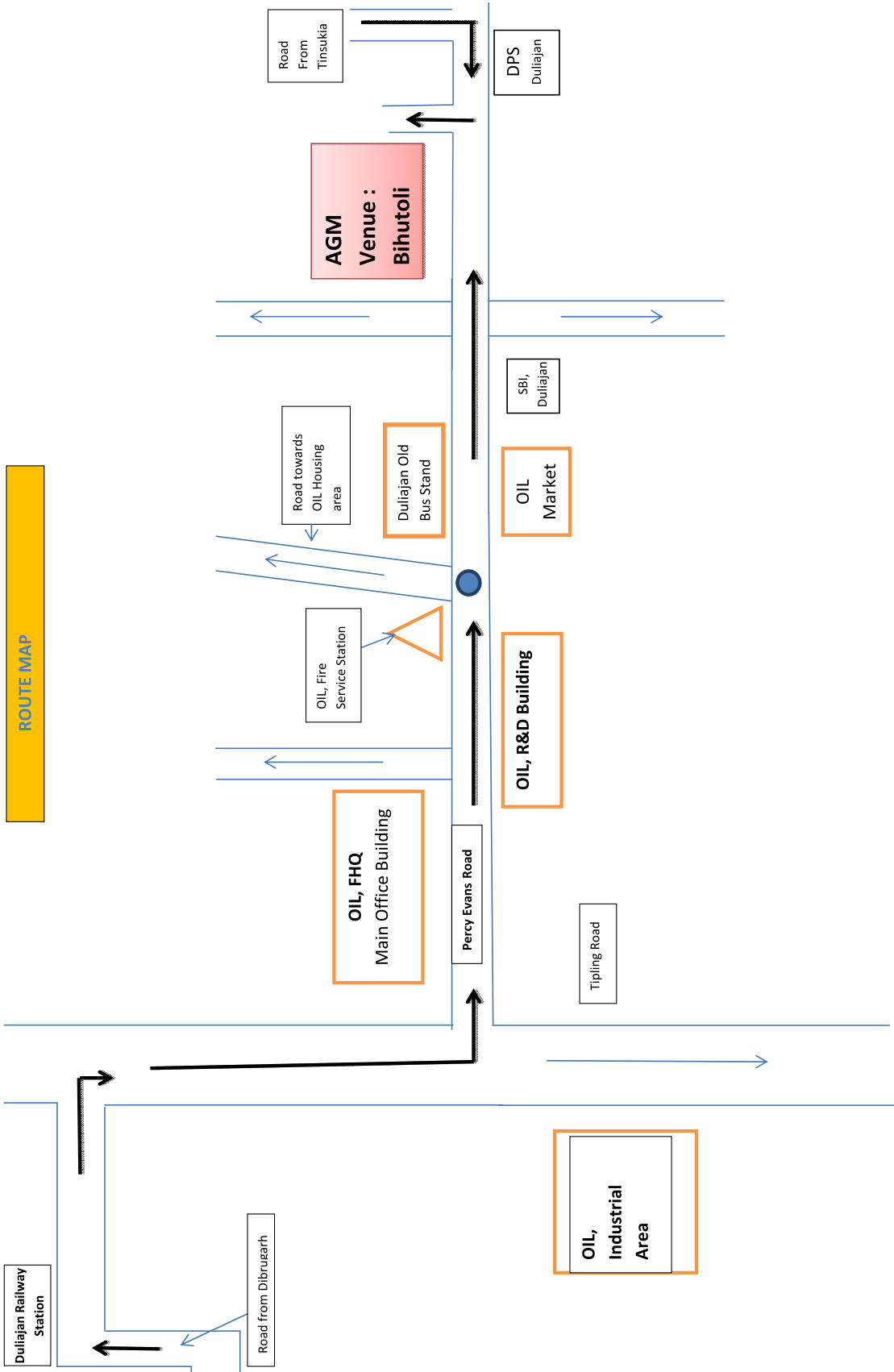


Signature of first proxy holder

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