

# Notice

## Indian Oil Corporation Limited

Regd. Office: IndianOil Bhavan,  
G-9, Ali Yavar Jung Marg, Bandra (East), Mumbai-400 051

### NOTICE

NOTICE is hereby given that the **50<sup>th</sup> Annual General Meeting** of the Members of **INDIAN OIL CORPORATION LIMITED** will be held at **Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai - 400 018** on **Monday, the 14<sup>th</sup> September, 2009** at **1030 hrs.** to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended March 31, 2009 and the Balance Sheet as on that date together with Reports of the Directors and the Auditors thereon.
2. To declare the dividend for the year 2008-09.
3. To appoint a Director in place of Shri B.N.Bankapur, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri S.Sundareshan, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Shri Anand Kumar, who retires by rotation and being eligible, offers himself for reappointment.
6. To appoint a Director in place of Prof.(Dr.) Indira J.Parikh, who retires by rotation and being eligible, offers herself for reappointment.
7. To appoint a Director in place of Shri B.M.Bansal, who retires by rotation and being eligible, offers himself for reappointment.

### Registered Office:

IndianOil Bhavan,  
G-9, Ali Yavar Jung Marg,  
Bandra (East),  
Mumbai - 400 051.

20<sup>th</sup> July, 2009

By Order of the Board of Directors  
For Indian Oil Corporation Limited



(RAJU RANGANATHAN)  
Company Secretary

### NOTES

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL 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 NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / LETTER OF AUTHORITY AS APPLICABLE.
- (b) Members / Proxies should bring the attendance slip duly filled and signed for attending the meeting.
- (c) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 4<sup>th</sup> September, 2009 to Monday, the 14<sup>th</sup> September, 2009 (both days inclusive) for the purpose of ascertaining the eligibility for payment of dividend.
- (d) 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 3<sup>rd</sup> September, 2009.
- (e) Pursuant to the provisions of section 205(A) of the Companies Act, 1956, the Company has transferred all unpaid dividend declared upto the financial year 2000-2001 to Investor Education & Protection Fund (IEPF) set up by Central Government. The Company is in the process of transferring the unpaid dividend for the financial year 2001-02 in October, 2009. The dividend for the financial year 2002-03 and thereafter, which remains unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. The Shareholders who have not encashed their dividend warrants so far for the financial year 2002-03 to 2007-08 are requested to make their claims to the Registrar & Transfer Agent, M/s. Karvy Computershare Private Limited, Hyderabad or at the registered office of the Company. **It may also be noted that once the unclaimed dividend is transferred to the IEPF, Central Government, as above, no claim shall lie in respect thereof.**  
**Similarly, the dividend declared by erstwhile IBP Co.Ltd. and Bongaigaon Refinery & Petrochemicals Ltd. (since merged with IndianOil) for the financial years 2002-03 to 2007-08 remaining unpaid will be transferred to IEPF on expiry of 7 year period. The Shareholders of erstwhile IBP Co.Ltd and Bongaigaon Refinery & Petrochemicals Ltd. who have not encashed their dividend warrants so far are requested to make their claims to the Registrar & Transfer Agents, M/s.Karvy Computershare Private Limited, Hyderabad or at the registered office of the Company.**
- (f) Members are requested to bring their copy of Annual Report to the Meeting.



- (g) Shareholders holding shares in electronic form may kindly note that their Address and Bank Account details as furnished by their Depositories to the Company will be printed on their Dividend Warrants as per the applicable regulations of the Depositories. The Company cannot entertain any direct request from such shareholders for change in Address/Bank Details. The shareholders who wish to change their Address/Bank Account details are therefore requested to advise their Depository Participants about such change.
- (h) Shareholders holding shares in physical form are requested to advise about any change of address/Bank Account Number to the Company or its Registrar.
- (i) As per the provisions of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them. In case of shares held in physical form, nomination form can be obtained from the registered office of the Company or from its Registrar & Transfer Agent, M/s.Karvy Computershare Private Limited. The shareholders holding shares in demat form may contact their Depository Participant for nomination.

**Pursuant to the requirements of Corporate Governance, a brief resume of Directors, who are retiring and are eligible for reappointment, is given below:**

**Item Nos.**

- (3) Shri B.N.Bankapur, aged 58 years and presently Director(Refineries) is a Chemical Engineer from the University of Mysore. Shri Bankapur has over three decades of rich and varied experience in the oil industry and has handled various portfolios in different refineries. He has been closely involved in the strategic planning and growth of IndianOil through capacity enhancement, value addition and diversification projects. Besides introduction of the new state-of-the-art technologies, he also led the commissioning of those technologies in IndianOil refineries.

Details of other Directorships:

| Name of the Company                       | Position held |
|---|---------------|
| Engineers India Limited                   | Director      |
| IOT Infrastructure & Energy Services Ltd. | Director      |

Membership/Chairmanship in the Committees of other companies:

| Name of the Committee                      | Position held |
|--|---------------|
| Audit Committee of Engineers India Limited | Member        |
| No. of Shares held in the Company:         | 900           |
| Relationship between directors inter-se:   | NIL           |

- (4) Shri S.Sundareshan, aged 57 years, is a Post Graduate in Business Administration and Political Science and an IAS Officer of Kerala cadre. Before joining Petroleum Ministry as Additional Secretary, he was Chairman of Forward Markets Commission under the Ministry of Consumer Affairs, Food and Public Distribution. He has handled various key assignments in the Ministry of Commerce & Industry, Finance and has also served in the Indian Embassy in Japan.

Details of other Directorships:

| Name of the Company                      | Position held |
|--|---------------|
| ONGC Limited.                            | Director      |
| GAIL (India) Ltd.                        | Director      |
| Indian Strategic Petroleum Reserves Ltd. | Director      |

Membership/Chairmanship in the Committees of other companies:

|  |     |
|--|-----|
| No. of Shares held in the Company:       | NIL |
| Relationship between directors inter-se: | NIL |

- (5) Shri Anand Kumar, aged 59 years and presently Director(Research & Development) is a Chemical Engineer from B.I.T., Sindri. He joined IndianOil in 1974 and worked on the modernisation of refinery units at Guwahati, Mathura and Barauni. He has varied experience covering all aspects of oil refining business. He was a founding member of the Centre for High Technology and was also Advisor (Planning & Economics) to the Port Harcourt Refinery of Nigeria. He has also headed the IndianOil Institute of Petroleum Management.

Details of other Directorships:

| Name of the Company         | Position held      |
|-----------------------------|--------------------|
| Lubrizol India Pvt. Ltd.    | Director           |
| IndianOil Technologies Ltd. | Part-time Chairman |

Membership/Chairmanship in the Committees of other Companies:

|  |     |
|--|-----|
| No. of Shares held in the Company:       | 500 |
| Relationship between directors inter-se: | NIL |

- (6) Prof.(Dr.) Indira J. Parikh aged 66 years, is a Post Graduate from the University of Rochester, USA and a Ph.D. from Gujarat University. She has over 30 years of rich academic experience in Organisational Behaviour & Management in IIM Ahmedabad. She is also a visiting Professor in various Management Institutes in India and abroad. She has been consultant to various corporates on management programmes and has handled international assignments. She is also credited with publication of management books, papers, articles etc. She is also the President of the Foundation for Liberal & Management Education in Pune.

Details of other Directorships:

| Name of the Company   | Position held |
|---|---------------|
| Aster Tele Services Ltd.                                      | Director      |
| Anil Products Ltd.  | Director      |
| Sintex Industries Ltd.  | Director      |
| STI India Ltd.  | Director      |
| Mahindra Gujarat Tractor Ltd.                                 | Director      |
| Membership/Chairmanship in the Committees of other Companies: | NIL           |
| No. of Shares held in the Company:                            | NIL           |
| Relationship between directors inter-se:                      | NIL           |

- (7) Shri B.M.Bansal, aged 58 years, presently Director(Planning & Business Development) is a B-Tech in Chemical Engineering from IIT, Delhi with a Post Graduate Diploma in Process Plant Engineering. He has a rich and varied experience of over three decades in the oil industry and has handled various assignments covering important portfolios of Refinery Management, Planning & Co-ordination, Technical Services and Business Development. He has travelled widely and has presented several papers on Refining, LNG and Petrochemicals in international seminars, both in India and abroad.

Details of other Directorships:

| Name of the Company   | Position held      |
|---|--------------------|
| Green Gas Limited   | Part-time Chairman |
| Membership/Chairmanship in the Committees of other Companies: | NIL                |
| No. of Shares held in the Company:                            | 550                |
| Relationship between directors inter-se:                      | NIL                |

**Registered Office:**

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20<sup>th</sup> July, 2009

By Order of the Board of Directors  
For Indian Oil Corporation Limited



**(RAJU RANGANATHAN)**  
Company Secretary



# Indian Oil Corporation Limited

IndianOil Bhavan, G-9, Ali Yavar Jung Marg, Bandra (East), Mumbai - 400 051

## ATTENDANCE CARD

| Client ID No./Folio No. | No. of Shares held |
|-------------------------|--------------------|
|                         |                    |

I/We hereby record my/our presence at the **50<sup>th</sup> Annual General Meeting** of the Company on **Monday, the 14<sup>th</sup> September, 2009** at **1030 hrs.** at **Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai-400 018.**

Name of the Shareholder \_\_\_\_\_

Signature of the Shareholder \_\_\_\_\_

Name of the Proxy \_\_\_\_\_

Signature of the Proxy \_\_\_\_\_

### NOTES

1. You are requested to sign and hand this over at the entrance of the meeting hall.
2. If you are attending the meeting in person or by proxy, your copy of the Annual Report may please be brought by you/your proxy for reference at the meeting.

----- TEAR HERE -----



# Indian Oil Corporation Limited

IndianOil Bhavan, G-9, Ali Yavar Jung Marg, Bandra (East), Mumbai - 400 051

## FORM OF PROXY

| Client ID No./Folio No. | No. of Shares held |
|-------------------------|--------------------|
|                         |                    |

I/We ..... of ..... in the district of ..... being a member/members of the Company hereby appoint..... of ..... in the district of ..... or failing him/her, ..... of ..... in the district of ..... as my/our proxy to attend & vote for me/us on my/our behalf at the **50<sup>th</sup> Annual General Meeting** of the Company to be held at **1030 hrs.** on **Monday the 14<sup>th</sup> September, 2009** at **Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai-400 018** and at any adjournment(s) thereof.

Please Affix  
Revenue  
Stamp

Signed this ..... day of ..... 2009.

Signature

**NOTE:** This Proxy Form duly filled in must be deposited at the Registered Office of the Company at IndianOil Bhavan, G-9, Ali Yavar Jung Marg, Bandra (East), Mumbai - 400 051 not less than 48 hours before the commencement of meeting.