

INDIAN OIL CORPORATION LIMITED

Disclosure in terms of Clause 35A of the Listing Agreement in relation to Annual General Meeting of the Company:

Sr. No.	Description	Particulars
1.	Date of AGM	15 th September 2015
2.	Total number of Shareholders as on Book Closure Date Record Date	176864
3.	No. of Shareholders present in the meeting either in person or through proxy:	489
	Promoters and Promoter Group:	1
	Public:	488
4.	No. of Shareholders attended the meeting through Video Conferencing:	Not applicable
	Promoters and Promoter Group:	-
	Public:	-

Details of result of voting on each item of AGM Notice:

- To receive, consider and adopt the audited Standalone as well as Consolidated Financial Statement of the Company for the financial year ended March 31, 2015 together with Reports of the Directors and the Auditors thereon.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	142,21,50,047	142,21,50,047	100.00	142,21,50,047	NIL	100.00	0.00
Public – Institutional Holders	41,06,45,594	8,80,80,479	21.45	8,80,80,479	NIL	100.00	0.00
Public – Others	59,51,56,841	45,71,03,100	76.80	45,71,02,582	518	100.00	0.00
Total	242,79,52,482	196,73,33,626	81.03	196,73,33,108	518	100.00	0.00

- To declare dividend on equity shares for the year 2014-15.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	142,21,50,047	142,21,50,047	100.00	142,21,50,047	NIL	100.00	0.00
Public – Institutional Holders	41,06,45,594	9,03,69,066	22.01	9,03,69,066	NIL	100.00	0.00
Public – Others	59,51,56,841	45,71,03,100	76.80	45,71,02,650	450	100.00	0.00
Total	242,79,52,482	196,96,22,213	81.12	196,96,21,763	450	100.00	0.00

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3. To appoint a Director in place of Shri Sanjiv Singh (DIN: 05280701), who retires by rotation and is eligible for reappointment.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	142,21,50,047	142,21,50,047	100.00	142,21,50,047	NIL	100.00	0.00
Public Institutional Holders	41,06,45,594	9,03,69,066	22.01	5,78,76,805	3,24,92,261	64.04	35.96
Public Others	59,51,56,841	45,71,01,881	76.80	45,70,99,438	2,443	100.00	0.00
Total	242,79,52,482	196,96,20,994	81.12	1,93,71,26,290	3,24,94,704	98.35	1.65

4. To appoint Shri Debasis Sen (DIN: 06862079) as Director of the Company.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	142,21,50,047	142,21,50,047	100.00	142,21,50,047	NIL	100.00	0.00
Public Institutional Holders	41,06,45,594	9,03,69,066	22.01	5,43,31,468	3,60,37,598	60.12	39.88
Public Others	59,51,56,841	45,71,01,566	76.80	45,70,99,120	2,446	100.00	0.00
Total	242,79,52,482	196,96,20,679	81.12	193,35,80,635	3,60,40,044	98.17	1.83

5. To appoint Shri A. K. Sharma (DIN: 06665266) as Director of the Company.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	142,21,50,047	142,21,50,047	100.00	142,21,50,047	NIL	100.00	0.00
Public Institutional Holders	41,06,45,594	9,03,69,066	22.01	3,98,42,541	5,05,26,525	44.09	55.91
Public Others	59,51,56,841	45,71,01,861	76.80	45,70,99,542	2,319	100.00	0.00
Total	242,79,52,482	196,96,20,974	81.12	191,90,92,130	5,05,28,844	97.43	2.57



6. To appoint Shri Verghese Cherian (DIN: 07001243) as Director of the Company.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	142,21,50,047	142,21,50,047	100.00	142,21,50,047	NIL	100.00	0.00
Public – Institutional Holders	41,06,45,594	9,03,69,066	22.01	3,98,42,541	5,05,26,525	44.09	55.91
Public Others	59,51,56,841	45,71,01,566	76.80	45,70,99,241	2,325	100.00	0.00
Total	242,79,52,482	196,96,20,679	81.12	191,90,91,829	5,05,28,850	97.43	2.57

7. To appoint Shri Anish Aggarwal (DIN: 06993471) as Director of the Company.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	142,21,50,047	142,21,50,047	100.00	142,21,50,047	NIL	100.00	0.00
Public – Institutional Holders	41,06,45,594	9,03,69,066	22.01	5,43,31,468	3,60,37,598	60.12	39.88
Public Others	59,51,56,841	45,71,01,566	76.80	45,70,95,552	6,014	100.00	0.00
Total	242,79,52,482	196,96,20,679	81.12	193,35,77,067	3,60,43,612	98.17	1.83

8. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2016.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	142,21,50,047	142,21,50,047	100.00	142,21,50,047	NIL	100.00	0.00
Public – Institutional Holders	41,06,45,594	9,03,69,066	22.01	9,03,69,066	NIL	100.00	0.00
Public Others	59,51,56,841	45,70,96,500	76.80	45,70,95,778	722	100.00	0.00
Total	242,79,52,482	196,96,15,613	81.12	196,96,14,891	722	100.00	0.00

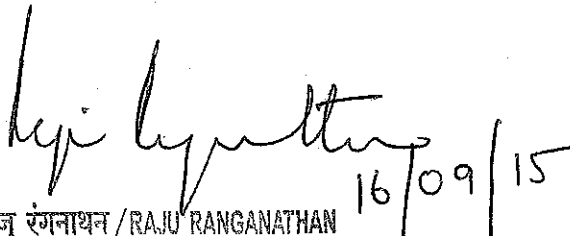
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9. To approve issuance of Debentures on private placement basis.

Promoter / Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	142,21,50,047	142,21,50,047	100.00	142,21,50,047	NIL	100.00	0.00
Public Institutional Holders	41,06,45,594	9,03,69,066	22.01	9,03,69,066	NIL	100.00	0.00
Public Others	59,51,56,841	45,70,91,086	76.80	45,70,89,994	1,092	100.00	0.00
Total	242,79,52,482	196,96,10,199	81.12	196,96,09,107	1,092	100.00	0.00

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 राजू रंगनाथन / RAJU RANGANATHAN
 कंपनी सचिव / COMPANY SECRETARY
 इंडियन ऑयल कॉर्पोरेशन लिमिटेड,
 INDIAN OIL CORPORATION LIMITED,
 इंडियन ऑयल भवन, / INDIAN OIL BHAVAN,
 बांद्रा (पूर्व), मुंबई / BANDRA (E), MUMBAI - 400051.

Combined Report of Scrutinizer for Remote e-Voting and Poll
{Pursuant to Section 108 of the Companies Act, 2013
read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended}

To,

Mr. B. Ashok

The Chairperson of 56th Annual General Meeting of Indian Oil Corporation Limited

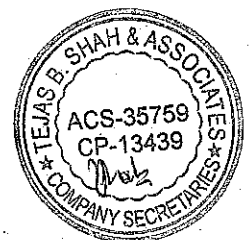
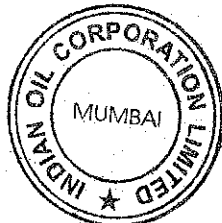
Held on Tuesday, the 15th September, 2015 at 10.30 a.m. at Nehru Centre Auditorium,

Dr. Annie Besant Road, Worli, Mumbai – 400018.

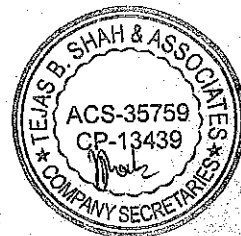
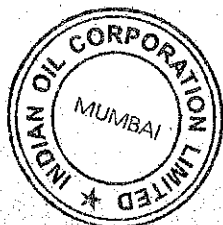
Dear Sir,

I, CS Tejas B. Shah of M/s. Tejas B. Shah & Associates, Practicing Company Secretaries was appointed as a Scrutinizer by the Board of Directors of Indian Oil Corporation Limited (“the Company”) vide letter dated 30th July, 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 56th Annual General Meeting (“the Meeting”) of the Company, submit my combined report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer’s Report for ascertaining the votes cast in favour of or against the respective Resolution.
2. After the time fixed for the poll by the Chairperson, one (1) empty ballot box kept for polling was locked in my presence and members who were present.



3. The locked ballot box was subsequently opened in my presence and in the presence of Mr. Nrupang Dholakia and Mr. L. V. S. Rama Chandra Rao who are not in the employment of the Company. **(Declaration attached)** The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s. Karvy Computershare Private Limited, Registrar and Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
4. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
5. The Remote e-Voting commenced on September 11, 2015 (9:00 am) and was closed on September 14, 2015 (5.00 pm).
6. The Remote e-Voting Result was unblocked at Mumbai from the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com after votes cast by Poll at the Meeting was counted by me and the Excel File containing the Result was opened in the presence of Mr. Nrupang Dholakia and Mr. N. Shyamkumar who are not in the employment of the Company. **(Declaration attached)**
7. The Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of the Board Resolution/Authority Letter, etc. at email ID: ioclevoting2015@tejasbshah-associates.com or have uploaded on the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com have been considered valid.
8. Since the voting option "ABSTAIN" was not provided in the Ballot paper, the votes cast under "ABSTAIN" in remote e-Voting has been considered as invalid for the purpose of the Combined Report.
9. **The Combined Result (Remote e-Voting + Poll) is as under:**
 - (a) **Item No 1: To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statement of the Company for the financial year ended**



31st March, 2015 together with the Reports of the Directors and Auditors thereon.

Particulars	Number of Members who cast vote / Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	319	54,66,26,973
Less: Total Number of Invalid Votes	9	28,49,459
Total Number of Valid Votes	310	54,37,77,514
B. Poll		
Total Votes received by Poll	69	1,42,35,58,187
Less: Total Number of Invalid Votes	11	2,075
Total Number of Valid Votes	58	1,42,35,56,112
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	388	1,97,01,85,160
Less: Total Number of Invalid Votes	20	28,51,534
Total Number of Valid Votes	368	1,96,73,33,626

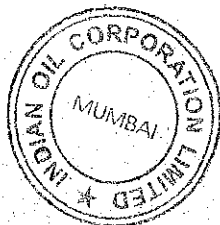
(i) Voted in favour of the resolution:

Number of Members who cast vote / Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
308*	54,37,77,050	99.99
B. Poll		
57	1,42,35,56,058	99.99
C. Combined (A+B)		
365	1,96,73,33,108	99.99

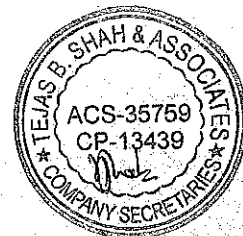
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
4*	464	0.01
B. Poll		
1	54	0.01
C. Combined (A+B)		
5	518	0.01

* Two Members voted 'FOR' AND 'AGAINST'.



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(b) Item No 2: To declare dividend on equity shares for the year 2014-15.

Particulars	Number of Members who cast vote / Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	319	54,66,26,973
Less: Total Number of Invalid Votes	5	5,60,872
Total Number of Valid Votes	314	54,60,66,101
B. Poll		
Total Votes received by Poll	69	1,42,35,58,187
Less: Total Number of Invalid Votes	11	2,075
Total Number of Valid Votes	58	1,42,35,56,112
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	388	1,97,01,85,160
Less: Total Number of Invalid Votes	16	5,62,947
Total Number of Valid Votes	372	1,96,96,22,213

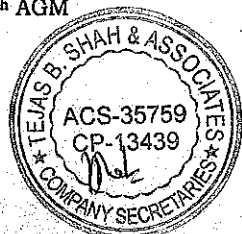
(iii) Voted in favour of the resolution:

Number of Members who cast vote / Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
313*	54,60,65,651	99.99
B. Poll		
58	1,42,35,56,112	100.00
C. Combined (A+B)		
371	1,96,96,21,763	99.99

(iv) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
2*	450	0.01
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
2	450	0.01

* One Member voted 'FOR' AND 'AGAINST'.



(c) Item No 3: To appoint a Director in place of Shri Sanjiv Singh (DIN: 05280701), who retires by rotation and is eligible for re-appointment.

Particulars	Number of Members who cast vote / Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	319	54,66,26,973
Less: Total Number of Invalid Votes	8	5,62,091
Total Number of Valid Votes	311	54,60,64,882
B. Poll		
Total Votes received by Poll	69	1,42,35,58,187
Less: Total Number of Invalid Votes	11	2,075
Total Number of Valid Votes	58	1,42,35,56,112
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	388	1,97,01,85,160
Less: Total Number of Invalid Votes	19	5,64,166
Total Number of Valid Votes	369	1,96,96,20,994

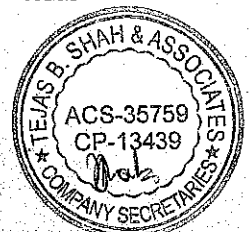
(i) Voted in favour of the resolution:

Number of Members who cast vote / Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
236*	51,35,70,182	94.05
B. Poll		
57	1,42,35,56,108	99.99
C. Combined (A+B)		
293	1,93,71,26,290	98.35

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
79*	3,24,94,700	5.95
B. Poll		
1	4	0.01
C. Combined (A+B)		
80	3,24,94,704	1.65

* Four Members voted 'FOR' AND 'AGAINST'.



(d) Item No 4: To appoint Shri Debasis Sen (DIN: 06862079) as Director of the Company.

Particulars	Number of Members who cast vote / Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	319	54,66,26,973
Less: Total Number of Invalid Votes	11	5,62,406
Total Number of Valid Votes	308	54,60,64,567
B. Poll		
Total Votes received by Poll	69	1,42,35,58,187
Less: Total Number of Invalid Votes	11	2,075
Total Number of Valid Votes	58	1,42,35,56,112
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	388	1,97,01,85,160
Less: Total Number of Invalid Votes	22	5,64,481
Total Number of Valid Votes	366	1,96,96,20,679

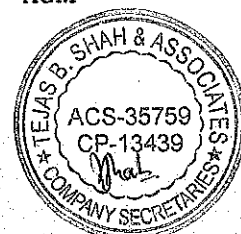
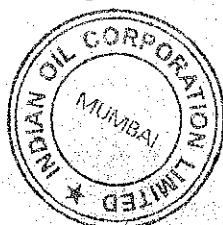
(i) Voted in favour of the resolution:

Number of Members who cast vote / Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
220*	51,00,24,527	93.40
B. Poll		
57	1,42,35,56,108	99.99
C. Combined (A+B)		
277	193,35,80,635	98.17

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
90*	3,60,40,040	6.60
B. Poll		
1	4	0.01
C. Combined (A+B)		
91	3,60,40,044	1.83

* Two Members voted 'FOR' AND 'AGAINST'.



(e) Item No 5: To appoint Shri A. K. Sharma (DIN: 06665266) as Director of the Company.

Particulars	Number of Members who cast vote / Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	319	54,66,26,968
Less: Total Number of Invalid Votes	10	5,62,106
Total Number of Valid Votes	309	54,60,64,862
B. Poll		
Total Votes received by Poll	69	1,42,35,58,187
Less: Total Number of Invalid Votes	11	2,075
Total Number of Valid Votes	58	1,42,35,56,112
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	388	1,97,01,85,155
Less: Total Number of Invalid Votes	21	5,64,181
Total Number of Valid Votes	367	1,96,96,20,974

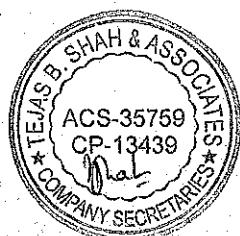
(i) Voted in favour of the resolution:

Number of Members who cast vote / Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
207*	49,55,36,022	90.75
B. Poll		
57	1,42,35,56,108	99.99
C. Combined (A+B)		
264	1,91,90,92,130	97.43

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
105*	5,05,28,840	9.25
B. Poll		
1	4	0.01
C. Combined (A+B)		
106	5,05,28,844	2.57

* Three Members voted 'FOR' AND 'AGAINST'.



(f) Item No 6: To appoint Shri Verghese Cherian (DIN: 07001243) as Director of the Company.

Particulars	Number of Members who cast vote / Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	319	54,66,26,973
Less: Total Number of Invalid Votes	11	5,62,406
Total Number of Valid Votes	308	54,60,64,567
B. Poll		
Total Votes received by Poll	69	1,42,35,58,187
Less: Total Number of Invalid Votes	11	2,075
Total Number of Valid Votes	58	1,42,35,56,112
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	388	1,97,01,85,160
Less: Total Number of Invalid Votes	22	5,64,481
Total Number of Valid Votes	366	1,96,96,20,679

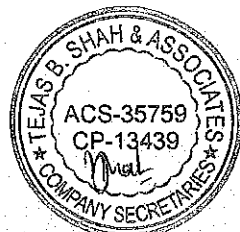
(i) Voted in favour of the resolution:

Number of Members who cast vote / Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
206*	49,55,35,717	90.75
B. Poll		
58	1,42,35,56,112	100.00
C. Combined (A+B)		
264	1,91,90,91,829	97.43

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
105*	5,05,28,850	9.25
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
105	5,05,28,850	2.57

* Three Members voted 'FOR' AND 'AGAINST'.



(g) Item No 7: To appoint Shri Anish Aggarwal (DIN: 06993471) as Director of the Company.

Particulars	Number of Members who cast vote / Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	319	54,66,26,973
Less: Total Number of Invalid Votes	11	5,62,406
Total Number of Valid Votes	308	54,60,64,567
B. Poll		
Total Votes received by Poll	69	1,42,35,58,187
Less: Total Number of Invalid Votes	11	2,075
Total Number of Valid Votes	58	1,42,35,56,112
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	388	1,97,01,85,160
Less: Total Number of Invalid Votes	22	5,64,481
Total Number of Valid Votes	366	1,96,96,20,679

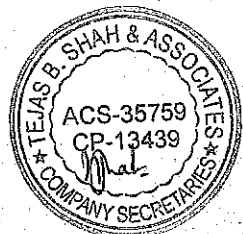
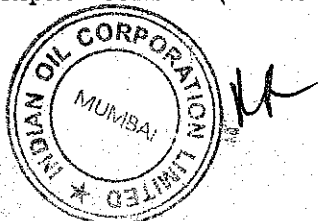
(i) Voted in favour of the resolution:

Number of Members who cast vote / Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
221*	51,00,20,955	93.40
B. Poll		
58	1,42,35,56,112	100.00
C. Combined (A+B)		
279	1,93,35,77,067	98.17

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
90*	3,60,43,612	6.60
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
90	3,60,43,612	1.83

* Three Members voted 'FOR' AND 'AGAINST'.



(h) Item No 8: To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2016.

Particulars	Number of Members who cast vote / Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	319	54,66,26,973
Less: Total Number of Invalid Votes	7	5,65,672
Total Number of Valid Votes	312	54,60,61,301
B. Poll		
Total Votes received by Poll	69	1,42,35,58,187
Less: Total Number of Invalid Votes	12	3,875
Total Number of Valid Votes	57	1,42,35,54,312
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	388	1,97,01,85,160
Less: Total Number of Invalid Votes	19	5,69,547
Total Number of Valid Votes	369	1,96,96,15,613

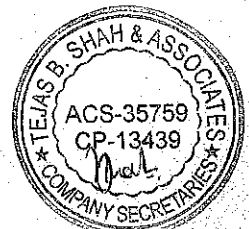
(i) Voted in favour of the resolution:

Number of Members who cast vote / Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
307*	54,60,60,633	99.99
B. Poll		
55	1,42,35,54,258	99.99
C. Combined (A+B)		
362	1,96,96,14,891	99.99

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
7*	668	0.01
B. Poll		
2	54	0.01
C. Combined (A+B)		
9	722	0.01

* Two Members voted 'FOR' AND 'AGAINST'.



(i) **Item No 9: To approve issuance of Debentures on private placement basis.**

Particulars	Number of Members who cast vote / Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	319	54,66,26,973
Less: Total Number of Invalid Votes	9	5,65,685
Total Number of Valid Votes	310	54,60,61,288
B. Poll		
Total Votes received by Poll	69	1,42,35,58,187
Less: Total Number of Invalid Votes	15	9,276
Total Number of Valid Votes	54	1,42,35,48,911
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	388	1,97,01,85,160
Less: Total Number of Invalid Votes	24	5,74,961
Total Number of Valid Votes	364	1,96,96,10,199

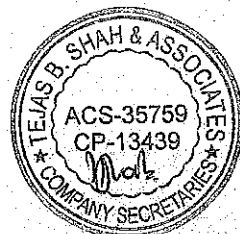
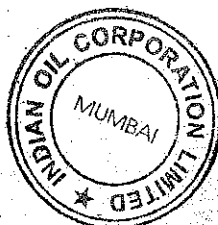
(i) Voted in favour of the resolution:

Number of Members who cast vote / Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
301*	54,60,60,310	99.99
B. Poll		
51	1,42,35,48,797	99.99
C. Combined (A+B)		
352	1,96,96,09,107	99.99

(ii) Voted against the resolution:

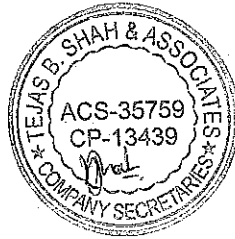
Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
12*	978	0.01
B. Poll		
3	114	0.01
C. Combined (A+B)		
15	1,092	0.01

* Three Members voted 'FOR' AND 'AGAINST'.



10. A Compact Disc (CD) containing a list of equity shareholders who voted by Poll at the Meeting and who voted "FOR" or "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
11. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Remote e-Voting Votes and Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.
12. The poll papers and all other relevant records were sealed and handed over to Mr. Raju Ranganathan, Company Secretary of the Company.
13. The results of the Remote e-Voting and Poll may accordingly be declared.
14. The Register of Remote e-Voting will be e-mailed to the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,
Yours faithfully,



CS Tejas B. Shah
Proprietor
Tejas B. Shah & Associates
(Company Secretaries)
ACS: 35759 CP No: 13439

Place : Mumbai

Date : 16th September, 2015

राजू रंगनाथन / RAJU RANGANATHAN
कंपनी सचिव / COMPANY SECRETARY
इंडियन ऑयल कॉर्पोरेशन लिमिटेड,
INDIAN OIL CORPORATION LIMITED,
इंडियन ऑयल भवन, / INDIAN OIL BHAVAN,
बान्द्रा (पूर्व), मुंबई / BANDRA (E), MUMBAI - 400051

ANNEXURE**A. BASIS OF ACCEPTANCE****I. VOTING THROUGH ELECTRONIC MODE:**

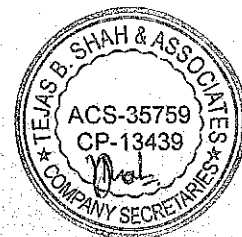
1. Member has voted only through Remote e-Voting i.e. electronic mode.

II. PHYSICAL POLL FORM:

2. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
3. Joint shareholder(s) has/have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.
4. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
6. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
7. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and Voting done through Poll has been treated as Invalid.

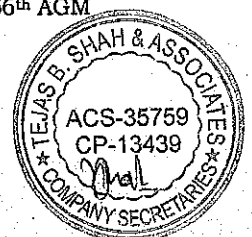
B. BASIS OF REJECTION**I. VOTING THROUGH ELECTRONIC MODE:**

1. Institutional Member (other than Individuals, HUF, NRI etc.) has not sent scanned copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. at ioclevoting2015@tejasbshah-associates.com or have not uploaded on the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com have been considered invalid.
2. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.



II. PHYSICAL POLL FORM:

3. Shareholder has not put any mark on either assent or dissent.
4. Poll paper is not signed.
5. Signature on the Poll Paper differs from the Specimen signature of the shareholder with the Registrar and Share Transfer Agent.
6. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
7. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
8. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.
9. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes.
10. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
11. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
12. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
13. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and voting done through Poll has been treated as Invalid.

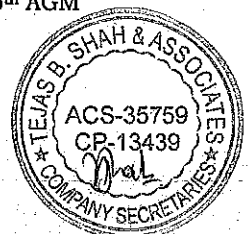


C. REPORT FOR INVALID POLL PAPERS.**i. For Item No. 1:**

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. PHYSICAL POLL FORM:			
1.	No votes polled.	1	50
2.	Signature mismatch.	10	2,025
SUB-TOTAL - I		11	2,075
II. ELECTRONIC VOTES			
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	4	5,11,872
4.	Abstained from Voting.	5	23,37,587
SUB-TOTAL - II		9	28,49,459
TOTAL (I + II)		20	28,51,534

ii. For Item No. 2:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
III. PHYSICAL POLL FORM:			
1.	No votes polled.	1	50
2.	Signature mismatch.	10	2,025
SUB-TOTAL - I		11	2,075
IV. ELECTRONIC VOTES			
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	4	5,11,872
4.	Abstained from Voting.	1	49,000
SUB-TOTAL - II		5	5,60,872
TOTAL (I + II)		16	5,62,947

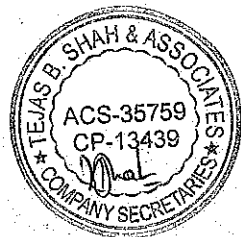


iii. **For Item No. 3:**

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. PHYSICAL POLL FORM:			
1.	No votes polled.	1	50
2.	Signature mismatch.	10	2,025
SUB-TOTAL - I		11	2,075
II. ELECTRONIC VOTES			
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	4	5,11,872
4.	Abstained from Voting.	4	50,219
SUB-TOTAL - II		8	5,62,091
TOTAL (I + II)		19	5,64,166

iv. **For Item No. 4:**

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. PHYSICAL POLL FORM:			
1.	No votes polled.	1	50
2.	Signature mismatch.	10	2,025
SUB-TOTAL - I		11	2,075
II. ELECTRONIC VOTES			
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	4	5,11,872
4.	Abstained from Voting.	7	50,534
SUB-TOTAL - II		11	5,62,406
TOTAL (I + II)		22	5,64,481



v. For Item No. 5:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. PHYSICAL POLL FORM:			
1.	No votes polled.	1	50
2.	Signature mismatch.	10	2,025
SUB-TOTAL - I		11	2,075
II. ELECTRONIC VOTES			
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	4	5,11,872
4.	Abstained from Voting.	6	50,234
SUB-TOTAL - II		10	5,62,106
TOTAL (I + II)		21	5,64,181

vi. For Item No. 6:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. PHYSICAL POLL FORM:			
1.	No votes polled.	1	50
2.	Signature mismatch.	10	2,025
SUB-TOTAL - I		11	2,075
II. ELECTRONIC VOTES			
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	4	5,11,872
4.	Abstained from Voting.	7	50,534
SUB-TOTAL - II		11	5,62,406
TOTAL (I + II)		22	5,64,481

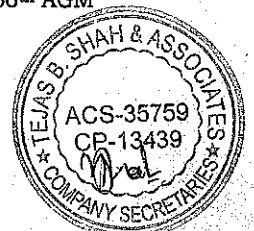


vii. For Item No. 7:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
I. <u>PHYSICAL POLL FORM:</u>			
1.	No votes polled.	1	50
2.	Signature mismatch.	10	2,025
SUB-TOTAL - I		11	2,075
II. <u>ELECTRONIC VOTES</u>			
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	4	5,11,872
4.	Abstained from Voting.	7	50,534
SUB-TOTAL - II		11	5,62,406
TOTAL (I + II)		22	5,64,481

viii. For Item No. 8:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
I. <u>PHYSICAL POLL FORM:</u>			
1.	No votes polled.	2	1,850
2.	Signature mismatch.	10	2,025
SUB-TOTAL - I		12	3,875
II. <u>ELECTRONIC VOTES</u>			
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	4	5,11,872
4.	Abstained from Voting.	3	53,800
SUB-TOTAL - II		7	5,65,672
TOTAL (I + II)		19	5,69,547



ix. For Item No. 9:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. PHYSICAL POLL FORM:			
1.	No votes polled.	5	7,251
2.	Signature mismatch.	10	2,025
SUB-TOTAL - I		15	9,276
II. ELECTRONIC VOTES			
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	4	5,11,872
4.	Abstained from Voting.	5	53,813
SUB-TOTAL - II		9	5,65,685
TOTAL (I + II)		24	5,74,961



CS Tejas B. Shah
Proprietor
Tejas B. Shah & Associates
(Company Secretaries)
ACS: 35759 CP No: 13439

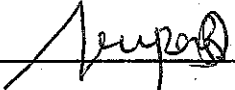
Place : Mumbai

Date : 16th September, 2015

TO WHOMSOEVER IT MAY CONCERN

We, Nrupang Dholakia and H.V.S RAMA CHANDRA RAO hereby state that the Polling Box, in which Equity Shareholders of Indian Oil Corporation Limited ("the Company") for the 56th Annual General Meeting of the Company held on Tuesday, the 15th September, 2015 at 10.30 a.m. at Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai - 400018, was opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014 and the same was in sealed condition and without any tampering.

Witness 1

Name: Nrupang Dholakia
Address: MUB 11, A/302, Sarvodaya CHSL, Nr PPF Office,
Service Road, Kheranagar, Bandra (E), Mum - 5/
Signature: 

Witness 2

Name: H.V.S RAMA CHANDRA RAO
Address: MIG - 1283, B.H.E.L, R.C PURAM
HYDERABAD - 500032
Signature: H.V.S Rama Chandra Rao

TO WHOMSOEVER IT MAY CONCERN

We, Nrupang Dholakia and N SHYAMKUMAR hereby state that the Excel Sheet containing the Results of e-Voting of **Indian Oil Corporation Limited** ("**the Company**") for the 56th Annual General Meeting of the Company held on Tuesday, the 15th September, 2015 at 10.30 a.m. at Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai - 400018 was unblocked from the website of M/s. Karvy Computershare Private Limited i.e. www.evoting.karvy.com and opened in our presence as required under Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: Nrupang Dholakia

Address: MHB-11, A1302, Sarvodaya CHS2, Nr. PPF Office,
Service Road, Khernagar, Bandra(E), Mumbai-51

Signature: [Signature]

Witness 2

Name: N. SHYAMKUMAR

Address: 9-1-34/157 Babu Naga Langa House
HYDERABAD 500 008

Signature: [Signature]