



INDIAN OIL CORPORATION LIMITED

[CIN – L23201MH1959GOI011388]

Regd. Office: 'IndianOil Bhavan', G-9, Ali Yavar Jung Marg, Bandra (E), Mumbai - 400051
Tel: 022-26447616, Fax: 022-26447961, Email Id: investors@indianoil.in, Website: www.iocl.com

COMMITTEES OF THE BOARD (effective 27-05-2016)

Sl. No.	Committees	Members of the Committee	Powers of the Committee
1.	Audit Committee	1. Shri Sanjay Kapoor, Chairman 2. Shri Subroto Bagchi 3. Shri Parindu K. Bhagat Director (F) by invitation	The terms of reference are in accordance with the Companies Act, the Listing Regulations and DPE Guidelines on Corporate Governance as well as to examine, decide and deal with all issues relating to Ethics in the Corporation.
2.	Corporate Social Responsibility (CSR) & Sustainable Development Committee	1. Shri Parindu K. Bhagat, Chairman 2. Shri Subroto Bagchi 3. Director (HR) 4. Director (F) 5. Director (M) 6. Director (P&BD)	To recommend, monitor and administer activities under Sustainability and CSR Policy and to oversee its performance / implementation.
3.	Nomination and Remuneration Committee	1. Shri Subroto Bagchi, Chairman 2. Shri Parindu K. Bhagat 3. Shri Ajay P. Sawhney 4. Chairman, IndianOil as member All Functional Directors as Special Invitees	<ul style="list-style-type: none"> - To approve certain perquisites for whole-time Directors and below Board level Executives as well as to approve the Performance Related Pay (PRP) with respect to the Executives of the Corporation as per the DPE guidelines. - To create and sanction posts as well as to consider and approve promotions to Grade 'I' (Executive

Sl. No.	Committees	Members of the Committee	Powers of the Committee
			Director) i.e. Senior Management Personnel.
4.	Stakeholders' Relationship Committee	<ol style="list-style-type: none"> 1. Shri Sanjay Kapoor, Chairman 2. Director (F) 3. Director (HR) 	To examine and redress the grievances of shareholders, investors and to approve issuance of share certificates.
5.	Project Evaluation Committee	<ol style="list-style-type: none"> 1. Shri Ajay P. Sawhney, Chairman 2. Shri Subroto Bagchi 3. Shri Sanjay Kapoor 4. Shri Parindu K. Bhagat 5. Director(F) <p>The concerned Functional Director(s) by invitation</p>	To appraise projects costing Rs.250 crore and above before the Projects are submitted to the Board for approval.
6.	Marketing Strategies & Information Technology Oversight Committee	<ol style="list-style-type: none"> 1. Shri Subroto Bagchi, Chairman 2. Shri Sanjay Kapoor 3. Shri Ashutosh Jindal 4. Director (R) 5. Director (P&BD) 6. Director (F) 7. Director (M) 	To evolve the strategies, policies, guidelines and take decisions on all matters relating to marketing activities of the Corporation including revival of dealerships / distributorships and to oversee the implementation of IT Strategies of the Corporation.
7.	Deleasing of Immoveable Properties Committee	<ol style="list-style-type: none"> 1. Chairman 2. Director (F) 3. Director (HR) 4. Director (M) 5. Shri Ashutosh Jindal 	To consider Deleasing of Company leased flats/ accommodation / immoveable properties.

Sl. No.	Committees	Members of the Committee	Powers of the Committee
8.	Spot LNG Purchase Committee (LNG-PC)	<ol style="list-style-type: none"> 1. Director (P&BD), Chairman of the Committee 2. Director (F) 3. Director (R) 	<ul style="list-style-type: none"> - To approve execution of Master Sales & Purchase Agreement (MSPA) with suppliers on bilateral basis. - To approve deviation to standard MSPA - To review and approve LNG price formula / gas pricing / SPA terms. - To approve bids for purchase of LNG. - Accept offer on single tender basis from domestic R-LNG suppliers.
9.	LNG Sourcing Committee (LSC)	<ol style="list-style-type: none"> 1. Chairman 2. Shri Ajay P. Sawhney 3. Director (P&BD) 4. Director (F) 5. Director (R) 	To review the terms and conditions of LNG Sales & Purchase Agreement and recommend the same to the Board for approval for purchase of LNG on long term basis.
10.	Dispute Settlement Committee	<ol style="list-style-type: none"> 1. Two Independent Directors 2. Director (F) 3. Concerned Functional Director 4. Co-opt additional Director, if any. 	To examine and give recommendation on the settlement proposals having financial implication of more than Rs. 25 crore for approval of the Board as per Conciliation Policy of IndianOil.

COMMITTEES OF FUNCTIONAL DIRECTORS

11.	Contracts Committee	All Functional Directors Headed by Chairman	To approve contracts beyond certain limits as provided in the DoA of the Corporation.
12.	Planning & Projects Committee	All Functional Directors Headed by Chairman	To consider and approve all Project Proposals above Rs. 100 crore and upto Rs.250 crore.
13.	Risk Management Committee	1. Chairman 2. Director(F) 3. Director(R) 4. Director(M) 5. Director(P&BD)	- To review the Risk Management Process involving risk assessment and minimization procedure - To approve the derivative transactions above USD 50 million on 'mark to market' basis.