

CORPORATE GOVERNANCE REPORT

{Regulation 27(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015}

Name of Listed entity : Indian Oil Corporation Limited (L23201MH1959GOI011388)

Quarter ending : 31st December 2015

(I) Composition of Board of Directors

Title (Mr. / Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure (to be filled in only for ID)	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit Committee (AC) / Stakeholder Committee (SC) including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	B. Ashok	AAMPA5583A 06861345	Chairperson - Executive	16-07-2014/ 31-05-2017	NA	2	Nil	Nil
Mr.	Sanjiv Singh	AANPS1390Q 05280701	Executive Director	01-07-2014/ 30-06-2019	NA	2	Nil	Nil
Mr.	Debasis Sen	ATIPS6846F 06862079	Executive Director	15-09-2014/ 31-08-2016	NA	2	Nil	Nil
Mr.	A. K. Sharma	ABDPS3281K 06665266	Executive Director	27-10-2014/ 31-01-2019	NA	1	1 (SC)	Nil
Mr.	Verghese Cherian	ADAPC4665Q 07001243	Executive Director	06-01-2015/ 30-10-2017	NA	1	1 (SC)	Nil
Mr.	Anish Aggarwal	AACPA7431P 06993471	Executive Director	01-02-2015/ 31-03-2018	NA	1	Nil	Nil
Mr.	B. S. Canth	ABDPC4728M 07239321	Executive Director	08-10-2015/ 31-01-2018	NA	1	Nil	Nil
Mr.	Ajay P. Sawhney	AEAPS6943L 03359323	Nominee Director	22-07-2015	NA	1	Nil	Nil
Mr.	Subroto Bagchi	ADJPB9499C 00145678	Independent Director	02-12-2015/ 01-12-2018	3 years	2	1 (AC)	Nil
Mr.	Sanjay Kapoor	ABOPK7179F 07348106	Independent Director	02-12-2015/ 01-12-2018	3 years	1	Nil	2 (AC & SC)
Mr.	Parindu Bhagat	AAYPB8993K 01934627	Independent Director	02-12-2015/ 01-12-2018	3 years	1	1 (AC)	Nil

(II) Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee	Shri Sanjay Kapoor, Chairman Shri Subroto Bagchi, Member Shri Parindu Bhagat, Member	Independent Director Independent Director Independent Director
2. Nomination & Remuneration Committee	Shri Subroto Bagchi, Chairman Shri Parindu Bhagat, Member Shri Ajay P. Sawhney, Member Shri B. Ashok, Member	Independent Director Independent Director Nominee Director Chairperson (Executive Director)
3. Risk Management Committee	Shri B. Ashok, Chairman Shri A. K. Sharma, Member Shri Sanjiv Singh, Member Shri B. S. Canth, Member Shri Debasis Sen, Member	Chairperson (Executive Director) Executive Director Executive Director Executive Director Executive Director
4. Stakeholders' Relationship Committee	Shri Sanjay Kapoor, Chairman Shri A. K. Sharma, Member Shri Verghese Cherian, Member	Independent Director Executive Director Executive Director

(III) Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
01-07-2015 22-07-2015 13-08-2015	08-10-2015 03-11-2015 18-12-2015	55 days

(IV) Meeting of Committees

Audit Committee			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
03-11-2015	Yes *	01-07-2015 21-07-2015 12-08-2015 02-09-2015	61 days
Nomination & Remuneration Committee			
NIL			
Risk Management Committee			
NIL			
Stakeholders' Relationship Committee			
NIL			


* IndianOil did not have any Independent Director during the period from 15.09.2015 to 01.12.2015. Hence the Audit Committee was re-constituted with 1 Govt. Nominee Director and 2 Executive Directors.

(V) Related Party Transactions

Subject	Compliance Status (Yes / No / NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

(VI) Affirmations

1	<p>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations 2015</p> <p><i>The strength of the Board of IndianOil was 11 Directors as on 31st December , 2015, comprising of 7 Executive Directors (including Chairman) and 1 Non-Executive Government Nominee Director and 3 Independent Directors. IndianOil has not been able to comply with the requirement of 50% Independent Directors on its Board as it being a Government Company under the administrative control of the Ministry of Petroleum & Natural Gas, the Directors are nominated by the Government. The Government of India is in the process of selecting Independent Directors and it may take some time before the Government nominates requisite number of Independent Directors on the Board of IndianOil. The matter is being pursued by IndianOil.</i></p>
2	<p>The composition of the following committees is in terms of SEBI(Listing Obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders' Relationship Committee d. Risk Management Committee</p> <p><i>The Board of IndianOil did not have any Independent Director for the period from 15-09-2015 to 01-12-2015. However, with the appointment of 3 Independent Directors w.e.f. 02-12-2015 the above committees have been reconstituted on 18-12-2015 as per the terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.</i></p>
3	<p>The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p>
4	<p>The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations 2015</p>
5	<p>This report shall be placed before Board of Directors in the next Board Meeting.</p>


06/01/2016
(Raju Ranganathan)
Company Secretary