

# 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	27 <sup>th</sup> August 2014
2.	Total number of Shareholders as on Book Closure Date Record Date	179351
3.	No. of Shareholders present in the meeting either in person or through proxy:	490
	Promoters and Promoter Group:	1
	Public:	489
4.	No. of Shareholders attended the meeting through Video Conferencing:	Not applicable
	Promoters and Promoter Group:	
	Public:	

Details of result on each item of AGM Notice:

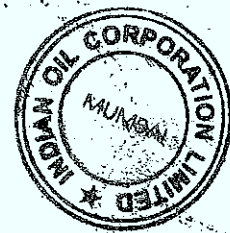
## 1. Adoption of audited financial statements of the Company for the year ended 31<sup>st</sup> March 2014 together with the reports of the Directors and Auditors thereon.

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
<b>Mode of Voting (E-Voting)</b>							
Promoter & Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public – Institutional Holders	52,73,25,366	45,97,01,971	87.18	45,97,01,971	NIL	100	NIL
Public - Others	52,477	48,878	93.14	47,024	1,812	96.21	3.71
<b>Total</b>	<b>52,73,77,843</b>	<b>45,97,50,849</b>	<b>87.18</b>	<b>45,97,48,995</b>	<b>1,812</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting (Poll)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	2,29,339	2,29,339	100	2,29,339	NIL	100	NIL
Public - Others	70,367	60,121	85.44	60,121	NIL	100	NIL
<b>Total</b>	<b>166,52,65,268</b>	<b>1,66,52,55,022</b>	<b>99.99</b>	<b>1,66,52,55,022</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
<b>Mode of Voting (Combined)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	52,75,54,705	45,99,31,310	87.18	45,99,31,310	NIL	100	NIL
Public - Others	1,22,844	1,08,999	88.73	1,07,145	1,812	98.30	1.66
<b>Total</b>	<b>2,19,26,43,111</b>	<b>2,12,50,05,871</b>	<b>96.92</b>	<b>2,12,50,04,017</b>	<b>1,812</b>	<b>99.99</b>	<b>0.01</b>

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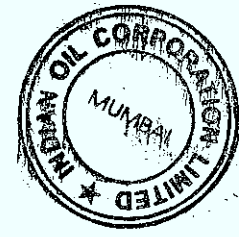
**2. Declaration of dividend on equity shares for the year 2013-14.**

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
<b>Mode of Voting (E-Voting)</b>							
Promoter & Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public – Institutional Holders	52,73,25,366	45,97,01,971	87.18	45,97,01,971	NIL	100	NIL
Public - Others	52,477	48,861	93.11	48,249	612	98.75	1.25
<b>Total</b>	<b>52,73,77,843</b>	<b>45,97,50,832</b>	<b>87.18</b>	<b>45,97,50,220</b>	<b>612</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting (Poll)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	2,29,339	2,29,339	100	2,29,339	NIL	100	NIL
Public - Others	70,367	60,121	85.44	60,121	NIL	100	NIL
<b>Total</b>	<b>166,52,65,268</b>	<b>1,66,52,55,022</b>	<b>99.99</b>	<b>1,66,52,55,022</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
<b>Mode of Voting (Combined)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	52,75,54,705	45,99,31,310	87.18	45,99,31,310	NIL	100	NIL
Public - Others	1,22,844	1,08,982	88.72	1,08,370	612	99.44	0.56
<b>Total</b>	<b>2,19,26,43,111</b>	<b>2,12,50,05,854</b>	<b>96.92</b>	<b>2,12,50,05,242</b>	<b>612</b>	<b>99.99</b>	<b>0.01</b>



3. Appointment of Shri M.Nene (DIN : 01104975), 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
<b>Mode of Voting (E-Voting)</b>							
Promoter & Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public – Institutional Holders	52,73,25,366	45,97,01,971	87.18	45,97,01,971	NIL	100	NIL
Public - Others	52,477	48,846	93.08	45,176	3,482	92.49	7.13
<b>Total</b>	<b>52,73,77,843</b>	<b>45,97,50,817</b>	<b>87.18</b>	<b>45,97,47,147</b>	<b>3,482</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting (Poll)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	2,29,339	2,29,339	100	2,29,339	NIL	100	NIL
Public - Others	70,367	60,121	85.44	60,121	NIL	100	NIL
<b>Total</b>	<b>166,52,65,268</b>	<b>1,66,52,55,022</b>	<b>99.99</b>	<b>1,66,52,55,022</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
<b>Mode of Voting (Combined)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	52,75,54,705	45,99,31,310	87.18	45,99,31,310	NIL	100	NIL
Public - Others	1,22,844	1,08,967	88.70	1,05,297	3,482	96.63	3.20
<b>Total</b>	<b>2,19,26,43,111</b>	<b>2,12,50,05,839</b>	<b>96.92</b>	<b>2,12,50,02,169</b>	<b>3,482</b>	<b>99.99</b>	<b>0.01</b>



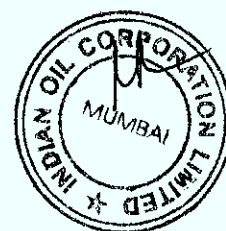
4. Appointment of Shri V.S.Okhde (DIN : 05123549), who retires by rotation and is eligible for reappointment.

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
<b>Mode of Voting (E-Voting)</b>							
Promoter & Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public – Institutional Holders	52,73,25,366	45,97,01,971	87.18	45,97,01,971	NIL	100	NIL
Public – Others	52,477	48,846	93.08	45,166	3,492	92.47	7.15
<b>Total</b>	<b>52,73,77,843</b>	<b>45,97,50,817</b>	<b>87.18</b>	<b>45,97,47,137</b>	<b>3,492</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting (Poll)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	2,29,339	2,29,339	100	2,29,339	NIL	100	NIL
Public – Others	70,367	60,121	85.44	60,121	NIL	100	NIL
<b>Total</b>	<b>166,52,65,268</b>	<b>1,66,52,55,022</b>	<b>99.99</b>	<b>1,66,52,55,022</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
<b>Mode of Voting (Combined)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	52,75,54,705	45,99,31,310	87.18	45,99,31,310	NIL	100	NIL
Public – Others	1,22,844	1,08,967	88.70	1,05,287	3,492	96.62	3.20
<b>Total</b>	<b>2,19,26,43,111</b>	<b>2,12,50,05,839</b>	<b>96.92</b>	<b>2,12,50,02,159</b>	<b>3,492</b>	<b>99.99</b>	<b>0.01</b>



5. Appointment of Shri Sanjiv Singh (DIN : 05280701) 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
<b>Mode of Voting (E-Voting)</b>							
Promoter & Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public – Institutional Holders	52,73,25,366	45,97,01,971	87.18	45,97,01,971	NIL	100	NIL
Public - Others	52,477	48,878	93.14	47,824	824	97.84	1.69
<b>Total</b>	<b>52,73,77,843</b>	<b>45,97,50,849</b>	<b>87.18</b>	<b>45,97,49,795</b>	<b>824</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting (Poll)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	2,29,339	2,29,339	100	2,29,339	NIL	100	NIL
Public - Others	70,367	60,121	85.44	60,121	NIL	100	NIL
<b>Total</b>	<b>166,52,65,268</b>	<b>1,66,52,55,022</b>	<b>99.99</b>	<b>1,66,52,55,022</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
<b>Mode of Voting (Combined)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	52,75,54,705	45,99,31,310	87.18	45,99,31,310	NIL	100	NIL
Public - Others	1,22,844	1,08,999	88.73	1,07,945	824	99.03	0.76
<b>Total</b>	<b>2,19,26,43,111</b>	<b>2,12,50,05,871</b>	<b>96.92</b>	<b>2,12,50,04,817</b>	<b>824</b>	<b>99.99</b>	<b>0.01</b>





**6. Appointment of Shri Ashok Balasubramanian (DIN : 06861345) as Chairman 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
<b>Mode of Voting (E-Voting)</b>							
Promoter & Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public – Institutional Holders	52,73,25,366	45,97,01,971	87.18	45,97,01,971	NIL	100	NIL
Public - Others	52,477	48,851	93.09	46,586	2,077	95.36	4.25
<b>Total</b>	<b>52,73,77,843</b>	<b>45,97,50,822</b>	<b>87.18</b>	<b>45,97,48,557</b>	<b>2,077</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting (Poll)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	2,29,339	2,29,339	100	2,29,339	NIL	100	NIL
Public - Others	70,367	60,121	85.44	60,121	NIL	100	NIL
<b>Total</b>	<b>166,52,65,268</b>	<b>1,66,52,55,022</b>	<b>99.99</b>	<b>1,66,52,55,022</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
<b>Mode of Voting (Combined)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	52,75,54,705	45,99,31,310	87.18	45,99,31,310	NIL	100	NIL
Public - Others	1,22,844	108,972	88.71	1,06,707	2,077	97.92	1.91
<b>Total</b>	<b>2,19,26,43,111</b>	<b>2,12,50,05,844</b>	<b>96.92</b>	<b>2,12,50,03,579</b>	<b>2,077</b>	<b>99.99</b>	<b>0.01</b>



**7. Ratification of the remuneration of the Cost Auditors for the financial year ending March 31, 2015.**

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
<b>Mode of Voting (E-Voting)</b>							
Promoter & Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public – Institutional Holders	52,73,25,366	45,97,01,971	87.18	45,97,01,971	NIL	100	NIL
Public - Others	52,477	48,856	93.10	46,700	2,056	95.59	4.21
<b>Total</b>	<b>52,73,77,843</b>	<b>45,97,50,827</b>	<b>87.18</b>	<b>45,97,48,671</b>	<b>2,056</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting (Poll)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	2,29,339	2,29,339	100	2,29,339	NIL	100	NIL
Public - Others	70,367	60,085	85.39	58,685	1,400	97.67	2.33
<b>Total</b>	<b>166,52,65,268</b>	<b>1,66,52,54,986</b>	<b>99.99</b>	<b>1,66,52,53,586</b>	<b>1,400</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting (Combined)</b>							
Promoter & Promoter Group	1,66,49,65,562	1,66,49,65,562	100	1,66,49,65,562	NIL	100	NIL
Public – Institutional Holders	52,75,54,705	45,99,31,310	87.18	45,99,31,310	NIL	100	NIL
Public - Others	1,22,844	1,08,941	88.68	1,05,385	3,456	96.74	3.17
<b>Total</b>	<b>2,19,26,43,111</b>	<b>2,12,50,05,813</b>	<b>96.92</b>	<b>2,12,50,02,257</b>	<b>3,456</b>	<b>99.99</b>	<b>0.01</b>



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 - 400 051.

**Combined Report of Scrutinizer for e-Voting and Poll**

To,

**Mr. B. Ashok**

**The Chairperson of 55<sup>th</sup> Annual General Meeting of Indian Oil Corporation Limited**  
Held on Wednesday, the 27<sup>th</sup> August, 2014 at 10.30 a.m. at Nehru Centre Auditorium,  
Dr. Annie Besant Road, Worli, Mumbai - 400018

Dear Sir,

I, **CS Nrupang B. Dholakia**, Partner of **M/s. Dholakia & Associates**, Company Secretaries was appointed as a Scrutinizer by the Board of Directors of **Indian Oil Corporation Limited** ("the Company") vide Letter dated 17<sup>th</sup> July, 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (e-Voting) and was also appointed as a Scrutinizer by you at the 55<sup>th</sup> Annual General Meeting of the Company for the Poll Process for the resolutions contained in the Notice of 55<sup>th</sup> 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 casted in favour or against for respective Resolution.
2. I submitted my report on e-Voting on 26<sup>th</sup> August, 2014 to Mr. Raju Ranganathan, Company Secretary of the Company as authorised by you vide Letter dated 26<sup>th</sup> August, 2014. The said report is annexed as 'Annexure I'.
3. I submitted my report on the Poll Process conducted at the Meeting on 28<sup>th</sup> August, 2014 to Mr. Raju Ranganathan, Company Secretary of the Company as authorised by you vide Letter dated 26<sup>th</sup> August, 2014. The said report is annexed as 'Annexure II'.
4. In the e-Voting, the Company has provided option for Abstaining a Resolution and in case of Poll the option for Abstaining a Resolution was not provided. Hence, I have prepared this Report accordingly.



Scrutinizer's Report – Combined– Indian Oil Corporation Limited



5. On the basis of the aforesaid reports, the Combined Result (e-Voting + Poll) is as under :

(a) Item No 1: To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014 together with Reports of the Directors and the 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)
<b>A. e-Voting</b>		
Total Votes received by electronic mode	182	52,73,74,244
<b>Less:</b> Total Number of Invalid Votes	94	6,76,23,395
<b>Total Number of Valid Votes</b>	<b>88</b>	<b>45,97,50,849</b>
<b>B. Poll</b>		
Total Votes received by Poll	101	1,66,52,65,208
<b>Less:</b> Total Number of Invalid Votes	19	10,186
<b>Total Number of Valid Votes</b>	<b>82</b>	<b>1,66,52,55,022</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	283	2,19,26,39,452
<b>Less:</b> Total Number of Invalid Votes	113	6,76,33,581
<b>Total Number of Valid Votes</b>	<b>170</b>	<b>2,12,50,05,871</b>



## (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
<b>A. e-Voting</b>		
87*	45,97,48,995	99.99960
<b>B. Poll</b>		
82	1,66,52,55,022	100
<b>C. Combined (A+B)</b>		
169*	2,12,50,04,017	99.99

\* 2 Members voted partially in favour and against the resolution.

## (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
<b>A. e-Voting</b>		
2*	1,812	0.00039
<b>B. Poll</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
2*	1,812	NIL <sup>#</sup>

\* 2 Members voted partially in favour and against the resolution.

# Percentage is Negligible.



## (b) Item No 2: To declare dividend on equity shares for the year 2013-14.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. e-Voting</b>		
Total Votes received by electronic mode	182	52,73,74,227
<b>Less:</b> Total Number of Invalid Votes	94	6,76,23,395
<b>Total Number of Valid Votes</b>	<b>88</b>	<b>45,97,50,832</b>
<b>B. Poll</b>		
Total Votes received by Poll	101	1,66,52,65,208
<b>Less:</b> Total Number of Invalid Votes	19	10,186
<b>Total Number of Valid Votes</b>	<b>82</b>	<b>1,66,52,55,022</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	283	2,19,26,39,435
<b>Less:</b> Total Number of Invalid Votes	113	6,76,33,581
<b>Total Number of Valid Votes</b>	<b>170</b>	<b>2,12,50,05,854</b>



## (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
<b>A. e-Voting</b>		
88*	45,97,50,220	99.99987
<b>B. Poll</b>		
82	1,66,52,55,022	100
<b>C. Combined (A+B)</b>		
170*	2,12,50,05,242	99.99

\* 2 Members voted partially in favour and against the resolution.

## (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
<b>A. e-Voting</b>		
2*	612	0.00013
<b>B. Poll</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
2*	612	NIL <sup>#</sup>

\* 2 Members voted partially in favour and against the resolution.

# Percentage is Negligible.



- (c) Item No 3: To appoint a Director in place of Shri M. Nene (DIN: 01104975), who retires by rotation and is eligible for reappointment.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. e-Voting</b>		
Total Votes received by electronic mode	182	52,73,74,212
<b>Less:</b> Total Number of Invalid Votes	94	6,76,23,395
<b>Total Number of Valid Votes</b>	<b>88</b>	<b>45,97,50,817</b>
<b>B. Poll</b>		
Total Votes received by Poll	101	1,66,52,65,208
<b>Less:</b> Total Number of Invalid Votes	19	10,186
<b>Total Number of Valid Votes</b>	<b>82</b>	<b>1,66,52,55,022</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	283	2,19,26,39,420
<b>Less:</b> Total Number of Invalid Votes	113	6,76,33,581
<b>Total Number of Valid Votes</b>	<b>170</b>	<b>2,12,50,05,839</b>



## (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
<b>A. e-Voting</b>		
82*	45,97,47,147	99.99920
<b>B. Poll</b>		
82	1,66,52,55,022	100
<b>C. Combined (A+B)</b>		
164*	2,12,50,02,169	99.99

\* 2 Members voted partially in favour and against the resolution.

## (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
<b>A. e-Voting</b>		
6*	3,482	0.00076
<b>B. Poll</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
6*	3,482	NIL <sup>#</sup>

\* 2 Members voted partially in favour and against the resolution.

# Percentage is Negligible.





(d) Item No 4: To appoint a Director in place of Shri V. S. Okhde (DIN: 05123549), who retires by rotation and is eligible for reappointment.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. e-Voting</b>		
Total Votes received by electronic mode	182	52,73,74,212
<b>Less:</b> Total Number of Invalid Votes	94	6,76,23,395
<b>Total Number of Valid Votes</b>	<b>88</b>	<b>45,97,50,817</b>
<b>B. Poll</b>		
Total Votes received by Poll	101	1,66,52,65,208
<b>Less:</b> Total Number of Invalid Votes	19	10,186
<b>Total Number of Valid Votes</b>	<b>82</b>	<b>1,66,52,55,022</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	283	2,19,26,39,420
<b>Less:</b> Total Number of Invalid Votes	113	6,76,33,581
<b>Total Number of Valid Votes</b>	<b>170</b>	<b>2,12,50,05,839</b>



## (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
<b>A. e-Voting</b>		
82*	45,97,47,137	99.99920
<b>B. Poll</b>		
82	1,66,52,55,022	100
<b>C. Combined (A+B)</b>		
164*	2,12,50,02,159	99.99

\* 2 Members voted partially in favour and against the resolution.

## (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
<b>A. e-Voting</b>		
6*	3,492	0.00076
<b>B. Poll</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
6*	3,492	NIL <sup>#</sup>

\* 2 Members voted partially in favour and against the resolution.

# Percentage is Negligible.



(e) Item No 5: To appoint Shri Sanjiv Singh (DIN: 05280701) 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)
<b>A. e-Voting</b>		
Total Votes received by electronic mode	182	52,73,74,244
<b>Less:</b> Total Number of Invalid Votes	94	6,76,23,395
<b>Total Number of Valid Votes</b>	<b>88</b>	<b>45,97,50,849</b>
<b>B. Poll</b>		
Total Votes received by Poll	101	1,66,52,65,208
<b>Less:</b> Total Number of Invalid Votes	19	10,186
<b>Total Number of Valid Votes</b>	<b>82</b>	<b>1,66,52,55,022</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	283	2,19,26,39,452
<b>Less:</b> Total Number of Invalid Votes	113	6,76,33,581
<b>Total Number of Valid Votes</b>	<b>170</b>	<b>2,12,50,05,871</b>



## (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
<b>A. e-Voting</b>		
84*	45,97,49,795	99.99977
<b>B. Poll</b>		
82	1,66,52,55,022	100
<b>C. Combined (A+B)</b>		
166*	2,12,50,04,817	99.99

\* 1 Member voted partially in favour and against the resolution.

## (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
<b>A. e-Voting</b>		
2*	824	0.00018
<b>B. Poll</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
2*	824	NIL <sup>#</sup>

\* 1 Member voted partially in favour and against the resolution.

# Percentage is Negligible.



(f) Item No 6: To appoint Shri Ashok Balasubramanian (DIN: 06861345) as Chairman 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)
<b>A. e-Voting</b>		
Total Votes received by electronic mode	182	52,73,74,217
<b>Less:</b> Total Number of Invalid Votes	94	6,76,23,395
<b>Total Number of Valid Votes</b>	<b>88</b>	<b>45,97,50,822</b>
<b>B. Poll</b>		
Total Votes received by Poll	101	1,66,52,65,208
<b>Less:</b> Total Number of Invalid Votes	19	10,186
<b>Total Number of Valid Votes</b>	<b>82</b>	<b>1,66,52,55,022</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	283	2,19,26,39,425
<b>Less:</b> Total Number of Invalid Votes	113	6,76,33,581
<b>Total Number of Valid Votes</b>	<b>170</b>	<b>2,12,50,05,844</b>



## (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
<b>A. e-Voting</b>		
84*	45,97,48,557	99.99951
<b>B. Poll</b>		
82	1,66,52,55,022	100
<b>C. Combined (A+B)</b>		
166*	2,12,50,03,579	99.99

\* 1 Member voted partially in favour and against the resolution.

## (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
<b>A. e-Voting</b>		
3*	2,077	0.00045
<b>B. Poll</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
3*	2,077	NIL <sup>#</sup>

\* 1 Member voted partially in favour and against the resolution.

# Percentage is Negligible.





(g) Item No 7: To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2015.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. e-Voting</b>		
Total Votes received by electronic mode	182	52,73,74,222
<b>Less:</b> Total Number of Invalid Votes	94	6,76,23,395
<b>Total Number of Valid Votes</b>	<b>88</b>	<b>45,97,50,827</b>
<b>B. Poll</b>		
Total Votes received by Poll	101	1,66,52,65,208
<b>Less:</b> Total Number of Invalid Votes	20	10,222
<b>Total Number of Valid Votes</b>	<b>81</b>	<b>1,66,52,54,986</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	283	2,19,26,39,430
<b>Less:</b> Total Number of Invalid Votes	114	6,76,33,617
<b>Total Number of Valid Votes</b>	<b>169</b>	<b>2,12,50,05,813</b>



## (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
<b>A. e-Voting</b>		
85*	45,97,48,671	99.99953
<b>B. Poll</b>		
80	1,66,52,53,586	99.9999
<b>C. Combined (A+B)</b>		
165*	2,12,50,02,257	99.99

\* 2 Members voted partially in favour and against the resolution.

## (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
<b>A. e-Voting</b>		
4*	2,056	0.00045
<b>B. Poll</b>		
1	1,400	0.0001
<b>C. Combined (A+B)</b>		
5*	3,456	NIL#

\* 2 Members voted partially in favour and against the resolution.

# Percentage is Negligible.

Thanking you,

Yours faithfully,



**CS Nrupang B. Dholakia**  
**Partner**  
**Dholakia & Associates**  
**(Company Secretaries)**  
**ACS: 34722 CP No: 12884**

Place : Mumbai

Date : 28<sup>th</sup> August, 2014

**Partners**  
**CS Bhumitra V. Dholakia**  
 B.A., L.L.B., C.A.I.I.B, F.C.S.  
**CS Nrupang B Dholakia**  
 B.Com., A.C.S., D.C.L., E.P.CORP

**DHOLAKIA**  
**& ASSOCIATES (REGD.)**  
**COMPANY SECRETARIES**

**FORM NO. MGT-13**

**Report of Scrutinizer(s)**

*[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,

**Mr. B. Ashok**

**Chairperson for the 55<sup>th</sup> Annual General Meeting of the Equity Shareholders of Indian Oil Corporation Limited held on Wednesday, the 27<sup>th</sup> August, 2014 at 10.30 a.m. at Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai - 400018**

Dear Sir,

I, **CS Nrupang B. Dholakia**, appointed as Scrutinizer by you for the purpose of the poll taken on the below mentioned resolutions, at the 55<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Indian Oil Corporation Limited ("the Company")** held on Wednesday, the 27<sup>th</sup> August, 2014 at 10.30 a.m. at **Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai - 400018**, submit my report as under:

1. 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.
2. The locked ballot box was subsequently opened in my presence and in the presence of 2 (Two) Witnesses (**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.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.



Scrutinizer's Report – Poll – 55<sup>th</sup> AGM of Indian Oil Corporation Limited

Page 1 of 12

## 4. The result of the Poll is as under :

**Resolution:**

**(a) Item No 1: To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014 together with Reports of the Directors and the Auditors thereon.**

## (i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
82	1,66,52,55,022	100

## (ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

## (iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
19	10,186	0.001




**(b) Item No 2: To declare dividend on equity shares for the year 2013-14.****(i) Voted in favour of the resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
82	1,66,52,55,022	100

**(ii) Voted against the resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**(iii) Invalid votes:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
19	10,186	0.001




(c) Item No 3: To appoint a Director in place of Shri M. Nene (DIN: 01104975), who retires by rotation and is eligible for reappointment.

(i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
82	1,66,52,55,022	100

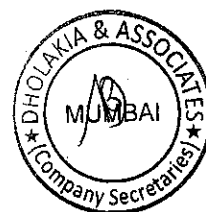
(ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
19	10,186	0.001

*hji hji*





(d) Item No 4: To appoint a Director in place of Shri V. S. Okhde (DIN: 05123549), who retires by rotation and is eligible for reappointment.

(i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
82	1,66,52,55,022	100

(ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
19	10,186	0.001

*hpi hpi*



(e) Item No 5: To appoint Shri Sanjiv Singh (DIN: 05280701) as Director of the Company.

(i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
82	1,66,52,55,022	100

(ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
19	10,186	0.001

*Signature*



**(f) Item No 6: To appoint Shri Ashok Balasubramanian (DIN: 06861345) as Chairman of the Company.****(i) Voted in favour of the resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
82	1,66,52,55,022	100

**(ii) Voted against the resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**(iii) Invalid votes:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
19	10,186	0.001




**(g) Item No 7: To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2015.**

**(i) Voted in favour of the resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
80	1,66,52,53,586	99.9999

**(ii) Voted against the resolution:**

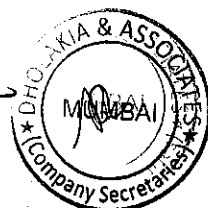
Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	1,400	0.0001

**(iii) Invalid votes:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
20	10,222	0.0006

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
6. The aforesaid Poll Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.

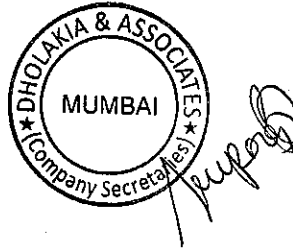
*hji hji*



7. The poll papers and all other relevant records were sealed and handed over to Mr. Raju Ranganathan, Company Secretary of the Company authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Place: Mumbai

Date: 28<sup>th</sup> August, 2014

CS Nrupang B. Dholakia  
Partner  
Dholakia & Associates  
(Company Secretaries)  
ACS 34722 CP No. 12884

A handwritten signature in cursive script, likely belonging to Nrupang B. Dholakia.

**ANNEXURE****A. BASIS OF ACCEPTANCE**

1. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
2. 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.
3. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
4. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
5. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
6. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and Voting done through Poll has been treated as Invalid.

**B. BASIS OF REJECTION**

1. Shareholder has not put any mark on either assent or dissent.
2. Poll paper is not signed.
3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
4. 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.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. 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.
7. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.



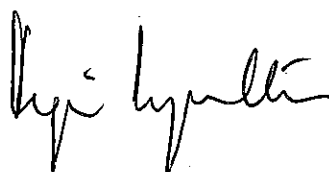


8. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
9. If the Name of the Person is not found in the Register of Members or Proxy Register or as a Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
10. 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.
11. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.

**C. REPORT FOR INVALID POLL PAPERS.**

**i. For Resolutions No. 1 to 6:**

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	1	220
2.	Signature not tallied	15	9,966
3.	Not a Member or Proxy or Authorised Representative	1	NA
4.	Unable to Trace Identity of the Person	2	NA
<b>TOTAL</b>		<b>19</b>	<b>10,186</b>




## ii. For Resolution No. 7:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
5.	No votes polled	2	256
6.	Signature not tallied	15	9,966
7.	Not a Member or Proxy or Authorised Representative	1	NA
8.	Unable to Trace Identity of the Person	2	NA
<b>TOTAL</b>		<b>20</b>	<b>10,222</b>



Place: Mumbai

Date: 28<sup>th</sup> August, 2014

CS Nrupang B. Dholakia

Partner

Dholakia &amp; Associates

(Company Secretaries)

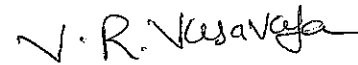
ACS 34722 CP No. 12884

**TO WHOMSOEVER IT MAY CONCERN**

We, **Chirantan Patni** and **Vidyut Vasavada** hereby state that the Polling Box, in which Equity Shareholders of Indian Oil Corporation Limited ("the Company") casted their vote by way of Poll at the **55<sup>th</sup> Annual General Meeting of the Company** held on Wednesday, the 27<sup>th</sup> August, 2014 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.



**Chirantan Patni**



**Vidyut Vasavada**

**Partners**  
**CS Bhumi V. Dholakia**  
 B.A., L.L.B., C.A.I.I.B., F.C.S.  
**CS Nrupang B Dholakia**  
 B.Com., A.C.S., D.C.L., E.P.CORP

**DHOLAKIA**  
**& ASSOCIATES (REGD.)**  
**COMPANY SECRETARIES**

**FORM NO. MGT-13**

**Report of Scrutinizer(s)**

*[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,

**Mr. B. Ashok**

**Chairperson for the 55<sup>th</sup> Annual General Meeting of the Equity Shareholders of Indian Oil Corporation Limited held on Wednesday, the 27<sup>th</sup> August, 2014 at 10.30 a.m. at Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai - 400018**

Dear Sir,

I, **CS Nrupang B. Dholakia**, appointed as Scrutinizer by you for the purpose of the poll taken on the below mentioned resolutions, at the 55<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Indian Oil Corporation Limited ("the Company")** held on Wednesday, the 27<sup>th</sup> August, 2014 at 10.30 a.m. at **Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai - 400018**, submit my report as under:

1. 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.
2. The locked ballot box was subsequently opened in my presence and in the presence of 2 (Two) Witnesses (**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.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.



Scrutinizer's Report – Poll – 55<sup>th</sup> AGM of Indian Oil Corporation Limited

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4. The result of the Poll is as under :

**Resolution:**

**(a) Item No 1: To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014 together with Reports of the Directors and the Auditors thereon.**

(i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
82	1,66,52,55,022	100

(ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
19	10,186	0.001



**(b) Item No 2: To declare dividend on equity shares for the year 2013-14.****(i) Voted in favour of the resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
82	1,66,52,55,022	100

**(ii) Voted against the resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**(iii) Invalid votes:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
19	10,186	0.001



- (c) Item No 3: To appoint a Director in place of Shri M. Nene (DIN: 01104975), who retires by rotation and is eligible for reappointment.

(i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
82	1,66,52,55,022	100

(ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
19	10,186	0.001



(d) Item No 4: To appoint a Director in place of Shri V. S. Okhde (DIN: 05123549), who retires by rotation and is eligible for reappointment.

(i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
82	1,66,52,55,022	100

(ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
19	10,186	0.001





(e) Item No 5: To appoint Shri Sanjiv Singh (DIN: 05280701) as Director of the Company.

(i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
82	1,66,52,55,022	100

(ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
19	10,186	0.001



- (f) Item No 6: To appoint Shri Ashok Balasubramanian (DIN: 06861345) as Chairman of the Company.

- (i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
82	1,66,52,55,022	100

- (ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- (iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
19	10,186	0.001



**(g) Item No 7: To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2015.**

**(i) Voted in favour of the resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
80	1,66,52,53,586	99.9999

**(ii) Voted against the resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	1,400	0.0001

**(iii) Invalid votes:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
20	10,222	0.0006

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

6. The aforesaid Poll Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.



7. The poll papers and all other relevant records were sealed and handed over to Mr. Raju Ranganathan, Company Secretary of the Company authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Mumbai  
Date: 28<sup>th</sup> August, 2014



CS Nrupang B. Dholakia  
Partner  
Dholakia & Associates  
(Company Secretaries)  
ACS 34722 CP No. 12884

**ANNEXURE****A. BASIS OF ACCEPTANCE**

1. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
2. 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.
3. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
4. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
5. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
6. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and Voting done through Poll has been treated as Invalid.

**B. BASIS OF REJECTION**

1. Shareholder has not put any mark on either assent or dissent.
2. Poll paper is not signed.
3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
4. 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.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. 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.
7. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.

8. 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.
9. If the Name of the Person is not found in the Register of Members or Proxy Register or as a Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
10. 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.
11. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.

**C. REPORT FOR INVALID POLL PAPERS.**

**i. For Resolutions No. 1 to 6:**

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	1	220
2.	Signature not tallied	15	9,966
3.	Not a Member or Proxy or Authorised Representative	1	NA
4.	Unable to Trace Identity of the Person	2	NA
<b>TOTAL</b>		<b>19</b>	<b>10,186</b>



## ii. For Resolution No. 7:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
5.	No votes polled	2	256
6.	Signature not tallied	15	9,966
7.	Not a Member or Proxy or Authorised Representative	1	NA
8.	Unable to Trace Identity of the Person	2	NA
<b>TOTAL</b>		<b>20</b>	<b>10,222</b>

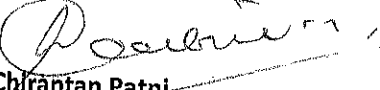


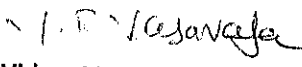
Place: Mumbai  
Date: 28<sup>th</sup> August, 2014

CS Nrupang B. Dholakia  
Partner  
Dholakia & Associates  
(Company Secretaries)  
ACS 34722 CP No. 12884

**TO WHOMSOEVER IT MAY CONCERN**

We, **Chirantan Patni** and **Vidyut Vasavada** hereby state that the Polling Box, in which Equity Shareholders of Indian Oil Corporation Limited ("the Company") casted their vote by way of Poll at the **55<sup>th</sup> Annual General Meeting of the Company** held on Wednesday, the 27<sup>th</sup> August, 2014 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.

  
**Chirantan Patni**

  
**Vidyut Vasavada**