इंडियन ऑयल कॉर्पोरेशन लिमिटेड
रजिस्टर्ड ऑफिस : 'इंडियनऑयल भवन',
जी -९, अली यावर जंग मार्ग, बांद्रा (पूर्व), मुंबई - ४०० ०५१.
Indian Oil Corporation Limited
CIN-L23201MH1959GOI011388
Regd. Office : 'IndianOil Bhavan',
G-9, Ali Yavar Jung Marg, Bandra (East), Mumbai - 400 051.
Tel. : 022-26447616 • Fax : 022-26447961
Email id : investors@indianoil.in • website : www.iocl.com
IndianOil
A Maharatna Company
Secretarial Department

No. Secl/ AGM 25-26 **7th August 2026**

National Stock Exchange of India Limited **Exchange Plaza, 5th Floor,** **Bandra –Kurla Complex,** **Bandra (E),** **Mumbai – 400051**	**BSE Ltd.** **25th Floor,** **P J Tower,** **Dalal Street,** **Mumbai – 400001**

Ref: Symbol: IOC; Security Code: 530965; ISIN: INE242A01010

Dear Sir,

Sub : **Notice of 67th Annual General Meeting of the Company**

This is further to our letter dated 1st August 2026 intimating the date of Annual General Meeting of the Company. The Notice convening Annual General Meeting is attached.

The Notice has also been uploaded on the Company's website and can be accessed at www.iocl.com.

This is for information and record please.

Thanking you,

Yours faithfully,
For Indian Oil Corporation Limited

KAMAL KUMAR GWALANI
Digitally signed by KAMAL KUMAR GWALANI
DN: c=IN, o=Personal, pseudonym=857z1b2x3tvcdfwenksq0rmjia6op9yh, 2.5.4.20=9f271d6e5b41fe0d155b65198bb6079ed122a2fd8dd440c12afb3e18b03324d3, postalCode=400076, st=Maharashtra, serialNumber=a2db5c4b0d03501a7497077fb5860ca5c271769edc3e1b867e8ddab9e50419ef, cn=KAMAL KUMAR GWALANI
Date: 2026.08.07 16:29:47 +05'30'

(Kamal Kumar Gwalani)
Company Secretary

IndianOil

Indian Oil Corporation Limited

[CIN – L23201MH1959GOI011388]

Regd. Office: 'IndianOil Bhavan', G-9, Ali Yavar Jung Marg, Bandra (E), Mumbai - 400051

Tel: 022-26447327, Email Id: investors@indianoil.in, Website: www.iocl.com

NOTICE

NOTICE is hereby given that the 67th Annual General Meeting ("**AGM**") of the members of Indian Oil Corporation Limited (**"IndianOil" / "Company"**) will be held on **Monday, August 31, 2026 at 10:30 AM** (IST) through Video Conference / Other Audio Visual Means ("**VC/OAVM**") to transact the business mentioned hereunder. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at IndianOil Bhavan, G-9, Ali Yavar Jung Marg, Bandra (East), Mumbai – 400051.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statements of the Company for the year ended March 31, 2026 together with Reports of the Directors and the Auditors thereon.

2. To declare a Final Dividend of ₹ 1.25/- per equity share for the year 2025-26.

3. To appoint a Director in place of Ms. Rashmi Govil (DIN - 10531397) who retires by rotation and is eligible for reappointment.

4. To appoint a Director in place of Shri Arvind Kumar (DIN - 09224177) who retires by rotation and is eligible for reappointment.

SPECIAL BUSINESS

5. **To appoint Shri Saumitra P. Srivastava (DIN - 10236956) as Whole-time Director and to designate him as Director (Marketing) of the Company.**

   To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of section 152, 161(1) and other applicable provisions if any, of the Companies Act, 2013 ("Act"), and rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions of Listing Regulations and Articles of Association of the Company, Shri Saumitra P. Srivastava (DIN - 10236956) who was appointed as an Additional Director and designated as Director (Marketing) by the Board of Directors w.e.f. 03.10.2025 and who holds office upto the date of this AGM and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as a Whole-time Director and designated as Director (Marketing) of the Company, liable to retire by rotation."

6. **To appoint Shri A. Amarnath (DIN - 11690405) as Government Nominee Director of the Company.**

   To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of section 152, 161(3) and other applicable provisions if any, of the Companies Act, 2013 ("Act"), and rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions of Listing Regulations and Articles of Association of the Company, Shri A. Amarnath (DIN - 11690405) who was appointed as Government Nominee Director by the Board of Directors w.e.f. 05.06.2026 and who holds office upto the date of this AGM and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as Government Nominee Director of the Company, not liable to retire by rotation."

7. **Approval for material Related Party Transactions with Petronet LNG Ltd., a Joint Venture Company of IndianOil.**

   To consider, and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

   "**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act) and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), other applicable laws, and amendments, modifications or re-enactments thereof, if any, and the policy on 'Materiality of related party transactions and on dealing with related party transactions' of the Company, as may be applicable, consent of the members be and is hereby accorded to the Material Related Party Transactions (whether an individual transaction or transaction taken together or series of transactions or otherwise) with Petronet LNG Ltd., a Joint Venture Company of IndianOil, for the year 2027-28, subject to a maximum limit of 10% of the consolidated turnover of the Company for the preceding financial year."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers to any Committee of Directors and/or Director(s) and/or official(s) of the Company or to any other person(s) so authorized by it and to do all such acts, deeds, matters and things, the Board may in its absolute discretion deem necessary, including but not limited to finalizing the terms and conditions, methods and modes, finalizing and executing necessary documents, including contracts, schemes, agreements and such other papers, documents as may be required, filing any relevant documents and making representations, seeking all necessary approvals from relevant authorities, to give effect to aforesaid resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts, whatsoever that may arise without being required to seek further consent or approval of the members to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. To ratify the remuneration of the Cost Auditors for the Financial Year ending March 31, 2027.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the aggregate remuneration of ₹ 26.85 lakh plus applicable taxes and out-of-pocket expenses payable to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the various units of the Company for the year ending March 31, 2027, be and is hereby ratified."

9. Amendment in the Memorandum of Association (MoA) and Articles of Association (AoA) of the Company.

To consider, and if thought fit, to pass the following resolutions as **Special Resolutions**:

"**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for the adoption of the new set of Object Clause of the Memorandum of Association ("MoA") in substitution for the existing Object Clause of the MoA of the Company."

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded for the adoption of the new set of Articles of Association ("AoA") in substitution for, and to the entire exclusion of, the existing AoA of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee thereof and any person(s) authorized by the Board in this behalf) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to the above resolutions, including filing of necessary forms, returns and documents with the Registrar of Companies and other authorities, and to settle any questions, difficulties or doubts that may arise in this regard."

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

Date: August 5, 2026

By Order of the Board of Directors

Sd/-
(Kamal Kumar Gwalani)
Company Secretary
(ACS: 13737)

NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025 read with circulars issued earlier ("MCA Circulars") has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

2. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM.

3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. However, MCA while granting the relaxations to hold the AGM through VC/OAVM has also provided exemption from the requirement of appointing proxies. Hence for this AGM the facility for appointment of proxy by the members is not being provided. Accordingly, the proxy form, attendance slip and the route map of the venue have not been provided along with the notice. The members are requested to participate in the AGM through VC /OAVM from their respective location.

4. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), the top 100 Listed Companies, as per market capitalization, are required to provide the facility of Live Webcast of the proceedings of the General Meeting. Since this AGM is being conducted through VC/OAVM, the requirement of webcast under Listing Regulations is being complied with.

5. Institutional / Corporate Members are required to send a scanned copy (PDF/JPG format) of its Board or Governing Body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization should be sent to the Scrutinizer by email from the registered email address of the member to pawaskarus@rediffmail.com with a copy marked to evoting@nsdl.com. They can also upload the Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login page.

6. A statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 and the rules notified thereunder ("the Act"), relating to the Special Business to be transacted at the AGM is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking re-appointment at this AGM is also annexed.

7. The Register of Directors & Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act, and the draft of the amended MoA and AoA will be available electronically for inspection to the members during the AGM. All documents referred to in the Notice will also be available for inspection without payment of any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. August 31, 2026. Members seeking to inspect such documents can send an email to ioclagm@indianoil.in.

8. The Board of Directors of the Company has recommended a final dividend of ₹ 1.25/- per equity share for the year 2025-26. **The Company has fixed Friday, August 14, 2026 as the 'Record Date' for determining entitlement of members to receive the dividend if approved, at the AGM**. The dividend, once approved by the members in the ensuing AGM, will be paid to the eligible members within the stipulated period of 30 days of declaration. The final dividend is over and above the 1st Interim Dividend of ₹ 5.00 & 2nd Interim Dividend for ₹ 2.00 per equity share for the year 2025-26 which have been paid in December 2025 & March 2026 respectively.

9. Members may note that the Income Tax Act, 2025, mandates that dividends paid or distributed by a company is taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("**TDS**") at the time of making the payment of dividend. In order to enable us to determine the applicable TDS rate, members are requested to submit the relevant documents **on or before August 16, 2026**. The detailed communication regarding TDS on dividend is provided on the link: https://iocl.com/pages/notices-overview.

   Kindly note that no documents in respect of TDS would be accepted from members after August 16, 2026.

10. In line with the recent amendment in Listing Regulations notified on November 18, 2025 members are hereby informed that dividend payments shall be made exclusively through electronic modes such as NEFT, RTGS, NECS or other RBI-approved facilities and no physical cheque / warrant will be issued by the Company. Accordingly, members are requested to ensure that their bank account including KYC details are duly updated and verified with their Depository Participant (for shares held in dematerialised form) or with the Company's Registrar and Share Transfer Agent (for shares held in physical form).

11. In order to update KYC details, members holding shares in physical form are requested to submit their PAN, KYC and nomination details in the prescribed forms i.e. ISR-1, ISR-2, ISR-3 or SH-13 to the Company's registrars KFin Technologies Ltd. (KFin) at the address - KFin Technologies Ltd., Unit: Indian Oil Corporation Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032; Toll Free No. 18003094001; E-mail Address : einward.ris@kfintech.com. The forms for updating the same are available at https://ris.kfintech.com/clientservices/isc/isrforms.aspx. Members holding shares in electronic form are requested to submit their PAN, KYC and nomination details if any, to their depository participant(s).

12. As per Regulation 40 of Listing Regulations, as amended, request for transfer of securities shall not be processed

unless the securities are held in demat form with a depository. Further, transmission or transposition of securities shall be only in dematerialised form. In view thereof and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company or the RTA for assistance in this regard.

13. Members are informed that, pursuant to SEBI Circular dated January 30, 2026, a special window is available from February 5, 2026 to February 4, 2027 for re-lodgement of transfer requests relating to physical shares purchased prior to April 1, 2019 that were rejected or left unprocessed. Approved transfers will be affected only in demat form and shall be subject to a one-year lock-in from the date of transfer. Eligible members may lodge their requests along with requisite documents with the Company's RTA, on or before February 4, 2027.

14. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities. After exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal i.e. https://smartodr.in/login

15. As per the provisions of Section 124(5) of the Act, the dividend(s) which remains unpaid / unclaimed for a period of 7 years is required to be transferred to the Investor Education & Protection Fund ("IEPF") established by the Central Government at the end of the 7th year. Accordingly, the Company has transferred all unpaid / unclaimed dividend declared upto the financial year 2017-18 (Final Dividend 2017-18) and unpaid / unclaimed interim dividends for the year 2018-19 to IEPF on the respective due dates.

    Further, Section 124(6) of the Act provides that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the demat account of IEPF authority. The Company had sent reminder letter to all such members, whose dividend had remained unpaid / unclaimed for a consecutive period of 7 years with a request to claim the dividend, failing which the shares would be transferred to the IEPF Authority on the due date. Thereafter, such shares were transferred to the demat account of the IEPF authority. The details of such shares are hosted on the website of the Company www.iocl.com.

    It may please be noted that, upon completion of 7 years, the Company would transfer the unpaid / unclaimed dividend for the financial year 2018-19 (final dividend 2018-19) on or before October 2, 2026. Further, the shares in respect of which dividend has remained unpaid / unclaimed for a consecutive period of 7 years would also be transferred to the demat account of IEPF authority on or before October 2, 2026. The details of such unpaid / unclaimed dividend(s) as well as shares liable to be transferred to the IEPF are hosted on the website of the Company www.iocl.com.

    Section 125 of the Act provides that a member whose dividend / shares have been transferred to the IEPF shall be entitled to claim refund therefrom. The procedure for claiming the unpaid dividend and shares transferred to the IEPF Authority is provided on the following link: kit-IEPF-5-20251017.pdf.

    To avoid transfer of unpaid dividends / equity shares, the members are requested to write to the RTA at the address mentioned above or to the Company for claiming the unpaid / unclaimed dividend.

16. In compliance with the Circulars and Listing Regulations, the Integrated Annual Report for 2025-26 is being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP). A letter providing the web-link for accessing the Integrated Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company. Members may note that the Notice and Integrated Annual Report 2025-26 are also available on the Company's website www.iocl.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited ("NSDL") https://www.evoting.nsdl.com.

17. **Instructions for e-voting and joining the AGM are as under:**

    i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

    ii. The cut-off date to ascertain eligibility to vote by electronic means is Monday, August 24, 2026.

    iii. The voting rights of members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e. August 24, 2026. A person who is not a member as on the cut-off date is requested to treat this notice for information only.

    iv. The remote e-voting period would commence at **9:00 am (IST) on Thursday, August 27, 2026 and shall end at 5:00 pm (IST) on Sunday, August 30, 2026**. During this period, members holding shares as on cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those members, who intend to participate in the AGM through VC/OAVM facility and could not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

    v. The Company has appointed Shri Umesh S. Pawaskar of CS Umesh Pawaskar & Co., a practicing Company Secretary, to scrutinize the voting process in a fair and transparent manner.

vi. The members who cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

vii. Any person, holding shares in physical form and non-individual members, who acquire the shares of the Company after the dispatch of the notice and hold shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. If a member is already registered with NSDL for remote e-voting, then such member can use existing user ID and password for e-voting. If a member forget the password, the same can be reset by using "Forgot User Details / Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or by calling on no. 022-48867000.

viii. An individual member holding shares in demat mode, who acquires the shares of the Company after dispatch of the notice and holding shares as on the cut-off date may follow steps mentioned below.

ix. Details of the process and manner for remote e-voting and voting during the AGM are explained below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	a. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. b. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. c. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp d. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. e. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for members other than Individual shareholders holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for members other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those members whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ioclagm@indianoil.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ioclagm@indianoil.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Guidelines for e-voting

1. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available in the download section of www.evoting.nsdl.com or call on 022-48867000, or send a request at the designated email IDs: evoting@nsdl.com to get your grievances on e-voting addressed.

Instructions for attending the AGM through VC/OAVM are as under:

1. Members will be provided a facility to attend the AGM through the NSDL e-Voting system. Members may by follow the steps mentioned above to access the NSDL e-Voting system. After successful login, members can click on "VC/OAVM link" placed under "Join Meeting" menu against company name. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.

   Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above to avoid last minute rush.

   The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis.

2. Members who need assistance before or during the AGM, can call on 022-48867000 or contact Mr. Amit Vishal, Deputy Vice President, NSDL or Mr. Abhijeet Gunjal, Assistant Manager, NSDL at evoting@nsdl.com.

3. Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker by sending a request from their registered email address mentioning their name, DP ID & Client ID / Folio number, PAN, mobile number at ioclagm@indianoil.in **from August 25, 2026 to August 28, 2026**. Those members who register themselves as a Speaker during the said period will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions:

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the electronic votes cast during the AGM and thereafter unblock and count the votes cast through remote e-voting and make a consolidated Scrutinizer's Report and submit the same to the Chairman or any other person authorized by him. The result will be declared within the prescribed time limit.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.iocl.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

A BRIEF RESUME OF DIRECTOR(S) PROPOSED TO BE REAPPOINTED IS GIVEN BELOW:

Item No. 3 **To appoint a Director in place of Ms. Rashmi Govil (DIN - 10531397) who retires by rotation and is eligible for reappointment**

Ms. Rashmi Govil, aged 55 years, is a seasoned HR leader with nearly 30 years of experience in steering human resource strategies at one of the world's largest Fortune 500 energy companies. She has been at the forefront of driving transformative reforms in people management, leveraging AI and HR analytics & championing employee upskilling in new energy sectors.

Alongside her role as Director (Human Resources) IndianOil, she serves as Chairperson of SDI Bhubaneswar, Member Executive Board at SCOPE, Governing Council Member at HSSC and Member, CII National Committee on Leadership & HR. Recognized for her empathetic, collaborative, and people-first approach, Ms. Govil blends innovation with human connection, shaping the future of HR with vision and agility.

Number of Board Meetings attended during 2025-26	10
Details of Directorships in other companies including listed companies and excluding foreign companies	Nil
Membership / Chairmanship in the Committees of other companies	Nil
No. of Shares held in the Company	4633
Listed Entities from which Ms Rashmi Govil has resigned since last 3 years	Nil
Disclosure of inter-se relationships between directors and key managerial personnel	Nil

Item No. 4 **To appoint a Director in place of Shri Arvind Kumar (DIN - 09224177) who retires by rotation and is eligible for reappointment**

Shri Arvind Kumar, aged 58 years, is a Mechanical Engineer from KNIT, Sultanpur and also holds a Master's Degree in Business Administration with specialization in Operations Management. Shri Arvind Kumar has more than three decades of rich experience in the field of Engineering, Project Management, Materials & Contract Management and Plant Operations & Maintenance including Unit Head of Mathura Refinery and Executive Director (Projects). During his tenure as Executive Director (Projects) in Refineries Division, Shri Kumar played an instrumental role in handling mega Refineries and Petrochemicals projects.

Prior to joining as Director (Refineries) of IndianOil, he was the Managing Director of Chennai Petroleum Corporation Limited (CPCL), a listed Subsidiary of IndianOil. He was also the Non-Executive Chairman of Indian Additives Limited (a Joint Venture Company of CPCL & Chevron). His professional credentials are further enhanced by a Level A Certification in Project Management from the International Project Management Association (IPMA). As President of Manali Industries Association (MIA), Chennai, comprising of Petroleum, Chemical, Petrochemical and Engineering Industries, he made significant contribution for the growth of industrialization in Tamil Nadu. He is also a Director on the Board of Cauvery Basin Refinery and Petrochemicals Ltd. and Ratnagiri Refinery and Petrochemicals Ltd., both joint ventures companies of IndianOil.

Number of Board Meetings attended during 2025-26	10
Details of Directorships in other companies including listed companies and excluding foreign companies	02
Membership / Chairmanship in the Committees of other companies	Nil
No. of Shares held in the Company	2400
Listed Entities from which Shri Arvind Kumar has resigned since last 3 years	01
Disclosure of inter-se relationships between directors and key managerial personnel	Nil

STATEMENT SETTING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5	**To appoint Shri Saumitra P. Srivastava (DIN - 10236956) as Whole-time Director and to designate him as Director (Marketing) of the Company**

Shri Saumitra P. Srivastava, aged 58 years, is a Civil Engineer from IIT, Roorkee and an MBA from SP Jain Institute of Management & Research, Mumbai. With over three decades of rich and diverse experience in the Oil and Gas industry, he has made significant contributions across downstream operations, marketing, and strategic planning, including serving as the State Head for Maharashtra.

Prior to his elevation as Director (Marketing), Shri Srivastava led the Corporate Strategy Department, where he championed initiatives focused on enhancing customer satisfaction and streamlining operations. He played a key role in the rollout of SPRINT, a company-wide transformation programme launched in April 2025, aimed at fostering agility, innovation, and future-readiness.

He has also been instrumental in driving several other transformative projects at IndianOil, including the structured Non-Fuel Convenience Store initiative, the Dhruva - Retail Transformation Project, and a range of technology and digitalisation programmes that have reshaped the retail landscape. Renowned for his collaborative and results oriented leadership style, Shri Srivastava has consistently delivered business growth, improved profitability, and elevated customer experience. He is also a Director on the Board of IndianOil (Mauritius) Ltd. Mauritius, Lanka IOC PLC, Sri Lanka (both subsidiaries of IndianOil); and IndianOil Petronas Pvt. Ltd., a joint venture company of IndianOil.

Number of Board Meetings attended during 2025-26	05
Details of Directorships in other companies including listed companies and excluding foreign companies	01
Membership / Chairmanship in the Committees of other companies	Nil
No. of Shares held in the Company	1800
Listed Entities from which Shri Srivastava has resigned since last 3 years	Nil
Disclosure of inter-se relationships between directors and key managerial personnel	Nil

The Company has received requisite consent from Shri Saumitra P. Srivastava. He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying her intention to propose the name of Shri Srivastava as a candidate for the office of Director.

None of the Directors / Key Managerial Personnel of the Company or their relatives except Shri Srivastava is interested or concerned in the resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the Members.

Item No. 6	**To appoint Shri A. Amarnath (DIN - 11690405) as Government Nominee Director of the Company**

Shri A. Amarnath is an Indian Foreign Service (IFS) Officer with extensive experience in diplomacy and international cooperation. He currently serves as Officer on Special Duty (OSD) at the Joint Secretary level in the Ministry of Petroleum and Natural Gas (MoP&NG), where he oversees international cooperation and energy diplomacy initiatives. His responsibilities include coordinating between MoP&NG, the Ministry of External Affairs, Foreign Governments, diplomatic missions and energy companies on issues relating to India's energy security and strategic partnerships.

Shri. A. Amarnath joined the Indian Foreign Service in 2006. As part of his assignments, he has served in Indian Diplomatic Missions in the United Arab Emirates, Israel and Maldives. He has also served in the Indian Delegation to the United Nations in New York and was part of India's Security Council Team during its membership in the body in 2021-2022. He handled issues related to Disarmament, International Security, West Asia and Gulf affairs. In the Ministry of External Affairs, he has served in the Northern Division as Director and also as Chief of Staff of the Minister of State of External Affairs from 2016-2018. He is also a Nominee Director on the Board of Indian Strategic Petroleum Reserve Ltd.

Number of Board Meetings attended during 2025-26	NA
Details of Directorships in other companies including listed companies and excluding foreign companies	01
Membership / Chairmanship in the Committees of other companies	Nil
No. of Shares held in the Company	Nil
Listed Entities from which Shri A. Amarnath has resigned since last 3 years	Nil
Disclosure of inter-se relationships between directors and key managerial personnel	Nil

The Company has received requisite consent from Shri A. Amarnath. He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying her intention to propose the name of Shri Amarnath as a candidate for the office of Director.

None of the Directors / Key Managerial Personnel of the Company or their relatives except Shri Amarnath is interested or concerned in the resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the Members.

Item No. 7	Approval for material Related Party Transactions with Petronet LNG Ltd., a Joint Venture Company of IndianOil

As per Section 188 of the Act, Related Party Transactions (RPT) such as sale / purchase of goods or services, disposal or lease of property of any kind, appointment of any agent for purchase or sale of any goods, materials, services or property, appointment to an office of profit and underwriting the subscription of securities / derivatives of the Company, shall require prior approval of members, if transactions exceed such sums, as prescribed. Further, such transactions are exempt from the requirement of obtaining prior approval of members, if they are in ordinary course of business and at arms' length.

The Listing Regulations inter-alia defines RPT as a transaction between listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand. Reg. 23 of the Listing Regulations provides that all RPTs shall require prior approval of the Audit Committee. Reg 23 further contains provision relating to prior approval of members for material RPTs, even if such transaction is in ordinary course of business and at arms' length.

As per Listing Regulations, an RPT with a RP shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the materiality threshold as prescribed under the Listing Regulations. In compliance therewith, members approval for Material RPTs of IndianOil during 2026-27 was obtained at the 66th AGM held on August 30, 2025.

SEBI vide notification dated December 19, 2025 has amended the materiality threshold limit for RPTs as given below:

Sl. No.	Consolidated Turnover of Listed Entity	Threshold
1	Upto ₹ 20,000 crore	10% of the annual consolidated turnover of the listed entity
2	More than ₹ 20,000 crore to upto ₹ 40,000 crore	₹ 2,000 crore + 5% of the annual consolidated turnover of the listed entity above ₹ 20,000 crore
3	More than ₹ 40,000 crore	₹ 3,000 crore + 2.5% of the annual consolidated turnover of the listed entity above ₹ 40,000 crore or ₹ 5,000 crore, whichever is lower

The annual consolidated turnover of the Company as on March 31, 2026 is ₹ 9,01,453 crore. Accordingly, based on the above threshold, an RPT shall be considered material for the Company if it exceeds ₹ 5,000 crore. SEBI has further clarified that approval of members for material RPT's shall be valid till the date of next annual general meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time. Further, SEBI has advised that the "Minimum information to be provided for review of the Audit Committee and members for approval of a related party transaction" shall be as per the format prescribed by the Industry Standard Forum (ISF).

Petronet LNG Ltd. (PLL), a Joint Venture Company of IndianOil, is a RP of the Company and the RPTs with PLL during 2027-28 are expected to exceed the threshold of ₹ 5,000 crore. Accordingly, approval of the members is being sought for the material RPTs with PLL during 2027-28.

In view of the discontinuation of the Audit Committee due to non-availability of Independent Directors, the Company has obtained Board approval for seeking members approval for the material RPTs with PLL during 2027-28, with details of the RPTs as per the ISF format including rationale, material terms, justification as to why the proposed RPTs are in the interest of the Company and the basis of pricing. The Board has reviewed the material RPTs and recommended the same for seeking members approval.

Details of the proposed RPTs with PLL for which approval of the members are sought are as under:

Sr. No.	Particulars of the information	Details
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1.	Name of the Related Party	Petronet LNG Limited (PLL)
2.	Country of incorporation of Related Party	India
3.	Nature of Business of Related Party	PLL is primarily engaged in the import, storage, regasification, and supply of Liquefied Natural Gas (LNG). The Company owns and operates large-scale LNG terminals.
A(2)	**Relationship and ownership of Related Party**	
1.	Relationship between IndianOil and the related party, including nature of its concern (financial or otherwise) and the following:	Petronet LNG Limited is a Joint Venture of IndianOil.
(a)	Shareholding of IndianOil whether direct or indirect, in the related party.	12.50%

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Details</th></tr>
<tr><td>(b)</td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td>(c)</td><td>Shareholding of the related party, whether direct or indirect, in IndianOil</td><td>Not Applicable</td></tr>
<tr><td>A(3)</td><td>Details of previous transactions with Related Party</td><td></td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by IndianOil with the related party during the last financial year (2025-26):</td><td>
<table>
<tr><th>Particulars</th><th>Transactions with PLL (₹ In crore)</th></tr>
<tr><td>Purchase of Products</td><td>12,178.05</td></tr>
<tr><td>Receiving of Services (Regasification Charges)</td><td>528.52</td></tr>
<tr><td>Sale of Goods & Services (includes Design, Engineering, Supply, Erection & Commissioning of LNG/ LCNG Dispensing station)</td><td>3.95</td></tr>
<tr><td>Other Income (Rental/ Maintenance/ Electricity)</td><td>3.67</td></tr>
<tr><td>Purchases of Petroleum Products (LNG)</td><td>1.06</td></tr>
<tr><td>Expenses Paid/ Recovered (Net)</td><td>0.03</td></tr>
<tr><td>Total</td><td>12,715.28</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by IndianOil with the related party in the current financial year (i.e. 2026-27) upto the quarter immediately preceding the quarter in which the approval is sought (i.e. April - June 2026).</td><td>₹ 1,539.57 crore</td></tr>
<tr><td>3.</td><td>Any default, if any, made by the related party concerning any obligation undertaken by it under a transaction or arrangement entered into with IndianOil during the last three financial years.</td><td>Nil</td></tr>
<tr><td>A(4)</td><td>Amount of the proposed transactions</td><td></td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions for 2027-28 being placed for approval in the meeting of the shareholders.</td><td>₹ 25,800.35 crore</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of IndianOil's annual consolidated turnover for the immediately preceding financial year</td><td>2.86% of IndianOil's annual consolidated turnover for the year 2025-26.</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>59.32% of PLL's annual standalone turnover.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year (i.e. 2025-26)</td><td>
<table>
<tr><th>Particulars</th><th>2025-26 (₹ in Crore)</th></tr>
<tr><td>Turnover</td><td>43,494.91</td></tr>
<tr><td>Net Profit</td><td>3,842.67</td></tr>
<tr><td>Net Worth</td><td>21,719.66</td></tr>
</table>
</td></tr>
</table>

Sr. No.	Particulars of the information	Details
A(5)	**Basic details of the proposed transactions**	
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of goods, Sale of goods and receiving and rendering of services which include Design, Engineering, Supply, Erection & Commissioning of LNG Dispensing System.
2.	Details of each type the proposed transaction	See table below

Sr. No.	Particulars	Amount (₹ In crore)
i.	Purchase of goods (include RLNG on Long Term basis)	25,071.00
ii.	Receiving of Services (Regasification Charges)	712.00
iii.	Sale of Goods & Services (includes Design, Engineering, Supply, Erection & Commissioning of LNG/ LCNG Dispensing station)	5.92
iv.	Other Income (Rental/ Maintenance/ Electricity)	7.74
v.	Purchases of Petroleum Products (LNG)	3.66
vi.	Others (Reimbursement of Travelling and Conveyance Hire Charges)	0.03
	Total	**25,800.35**

Sr. No.	Particulars of the information	Details
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The material RPTs are proposed to be undertaken during 2027-28.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The value of the proposed RPTs with PLL during 2027-28 is ₹ 25,800.35 crore.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of IndianOil, basis for determination of price and other material terms and conditions of RPTs.	(i) Purchase of goods - PLL's Dahej terminal is the main regasification terminal on the West Coast, which is providing regasification services to all LNG importers and also selling RLNG to various industry members as per respective similar contracts with them. IndianOil would purchase RLNG from PLL as per contract for supply to own Refineries as well as to customers for furtherance of the business interest of the Company. (ii) Regasification Charges - PLL's Dahej & Kochi terminal are regasification terminals on the West Coast, which are providing regasification services to all LNG importers as per respective capacities booked by them. IndianOil is importing LNG at Dahej and getting it regasified at PLL Dahej and Kochi LNG terminals for supply to own Refineries as well as to customers for furtherance of the business interest of the Company. (iii) Sale of goods and services - The transactions are proposed to be undertaken for the Company's revenue and business growth. (iv) Other Income - Rent fixed after negotiation and is in line with rent recovered by IndianOil from PNRGB in the same premises. (v) Purchases of Petroleum Products - As per the agreement based on LNG Market Price for furtherance of the business interest of the Company. (vi) Others - Reimbursement of travelling & conveyance hire charges would be on cost to cost basis.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of IndianOil who have interest in the transaction, whether directly or indirectly.	
	a. Name of the Director/ KMP	Shri A.S. Sahney, Chairman of IndianOil is also the Non-Executive Director on the Board of PLL.

Sr. No.	Particulars of the information	Details
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	-
B.	**Details for specific transactions**	
B(1)	**Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No. The transactions are executed basis the available suppliers and market price prevailing on the date of transaction.
	Basis of determination of price.	(i) In respect of Purchase and Sale of Goods, RLNG/ LNG under long term contracts are linked to brent prices as available in public domain and are therefore by nature, market driven. Further, prices including regasification charges are recovered fully by IndianOil from its customers. (ii) In respect of receiving and rendering of services, the terms & conditions are similar to those offered to other parties viz. GAIL, BPCL & GSPC.
	In case of Trade advance of up to 365 days or such period for which such advances are extended as per normal trade practice, if any, proposed to be extended to the related party in relation to the transaction, specify the following:	In relation to the proposed transactions, no trade advances are currently envisaged to be extended to the related party. Accordingly, the details are presently not applicable.
a.	Amount of Trade Advance	Nil
b.	Tenure	NA
c.	Whether same is self liquidating	NA

Except as mentioned above, None of the Directors / Key Managerial Personnel of the Company / their relative is in any way interested or concerned in the resolutions mentioned at item nos. 7.

The Board recommends the Ordinary Resolutions as set out in the Notice for approval by the Members.

Item No. 8 **To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2027**

The Board has approved the appointment of following Cost Auditors at an aggregate remuneration of ₹ 26.85 lakh plus applicable taxes and out of pocket expenses to conduct the audit of the cost records of the various units of the Company for the financial year ending March 31, 2027:

Sl. No.	Name of the Cost Auditor	Audit Fees (₹)
1.	Narasimha Murthy & Co. Hyderabad	5,60,000/-
2.	G R Kulkarni & Associates	3,90,000/-
3.	KG Goyal & Associates, Jaipur	3,75,000/-
4.	DGM & Associates, Kolkata	3,65,000/-
5.	S. S. Sonthalia & Co., Bhubaneswar	3,40,000/-
6.	P Raju Iyer, M Pandurangam & Associates, Chennai	2,60,000/-
7.	Diwanji & Co., Vadodara	1,70,000/-
8.	PBJS & Associates, Kolkata	1,30,000/-
9.	R. M. Bansal & Co., Kanpur	95,000/-
	Total	**26,85,000/-**

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought by passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027, as approved by the Board.

None of the Directors / Key Managerial Personnel of the Company and or their relatives are, in any way, interested or concerned in the resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the members.

Item no. 9	**Amendment in the Memorandum of Association (MoA) and Articles of Association (AoA) of the Company**

As per the provisions of the Section 13 & 14 of the Companies Act, 2013 (CA2013), any amendment in the Memorandum of Association (MoA) & Articles of Association (AoA) requires approval of the members by Special Resolution in the General Meeting.

The MoA & AoA of the Company were framed in 1959 at the time of incorporation, based on the provisions of the Companies Act, 1956 (CA1956). In 2014, the CA2013 replaced the CA1956, however the various chapters / sections of CA2013 were notified in a phased manner over the years. Consequent to notification of all the operative provisions of the CA2013 and the rules made thereunder, certain clauses of the existing AoA have become inconsistent with, or require alignment to, the provisions of the CA2013. While the existing clauses of the AoA do not become invalid, as the provisions of CA2013 prevails over the AoA of the Company; in order to ensure consistency with the legal framework, it is considered prudent to replace the existing AoA with a new set of AoA.

Further, the current Object Clauses in the MoA is under one head i.e. "Objects" covering various businesses in the energy and other sectors which the Company can pursue. The CA2013 requires that the Object Clause of the Company should be categorised under two heads i.e. "Main Objects" and "Ancillary Objects". Accordingly, it is proposed to bifurcate the various objects of the Company under the two categories. While most of the existing objects have been retained, some of the existing object clauses have been amended / deleted and some new object clauses have been added as summarized below:

1) Existing object clauses relating to electricity / power generation from various sources, battery manufacturing, battery charging stations, energy storage, non-fuel revenue etc. are proposed to be amended to enable expansion of scope of business.

2) One object clause relating to 'construction of cinematograph theatres' is proposed to be deleted as it does not relate to the line of business of the company.

3) New object clauses proposed to be added relate to Bio-refinery, Hydrogen & Ammonia, Speciality Chemicals, Rare Earth Minerals, Critical Minerals, Trading of Energy Commodities & their derivatives, Carbon Market, Carbon Credit, Green Certificates, Data Centres & Digital / Software Services, Yarns, Fertilizers, Project Management & Engineering Services for projects.

The Board at its meeting held on May 18, 2026 has accorded approval for seeking approval of the members for the amendment in the Object Clauses of the MoA & the new set of AoA of the Company at the AGM.

For reference by the members of the Company, the existing MoA & AoA along with the draft of the amended Object Clauses of the MoA & the new set of AoA of the Company have been hosted on the website of the company on the link https://iocl.com/pages/Annual%20General%20Meeting.

The documents would also be available for inspection by members during business hours i.e. between 10:00 a.m. to 5:00 p.m. on all working days up to the date of the AGM at the Registered Office of the Company. The documents would also be available electronically for inspection by the members during the AGM.

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board recommends the Special Resolutions as set out in the Notice for approval by the Members.

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

Date: August 5, 2026

By Order of the Board of Directors

Sd/-
(Kamal Kumar Gwalani)
Company Secretary
(ACS: 13737)