

Golden steps towards energising India

From an Indian oil marketing company to a transnational energy giant. The journey of IndianOil in the last 50 years has been dotted with milestone achievements, energising the country and doing it proud. The cover design creatively displays IndianOil's journey in the last 50 years and the next and beyond.

50th

ANNUAL REPORT

contents

■ Notice	2
■ Attendance Card/Proxy Form	5
■ Vision and Values	9
■ Objectives and Obligations	11
■ Board of Directors	13
■ Core Team	14
■ Principal Executives	15
■ Main Offices & Major Units	17
■ Bankers, Auditors, Stock Exchanges and Registrar & Transfer Agents	17
■ Group Companies & Joint Ventures	19
■ Performance at a Glance	21
■ Chairman's Message	27
■ Directors' Reviews	
• Refineries	29
• Pipelines	31
• Marketing	33
• Research & Development	35
• Planning & Business Development	37
• Finance	39
• Human Resources	41
■ Directors' Report	45
■ Awards & Recognitions	55
■ Annexures to Directors' Report	56
■ Management Discussion & Analysis	67
■ Report on Corporate Governance	74
■ Annual Accounts	
• Auditors' Report	88
• Balance Sheet	92
• Profit & Loss Account	94
• Schedules	96
• Cash Flow Statement	138
■ Statement Pursuant to Section 212(1) e	140
■ Schedule of Fixed Assets (Township, etc.)	141
■ Income & Expenditure Account – Townships, etc.	142
■ Comments of the Comptroller and Auditor General of India	143
■ Particulars of Employees – Section 217(2A)	144
■ Consolidated Accounts	151
■ Summary of Financial Information of Subsidiary Companies	189



Indian Oil Corporation Limited

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

In this Report, one lakh corresponds to 0.1 million
and one crore to ten million.

Notice

Indian Oil Corporation Limited

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

NOTICE

NOTICE is hereby given that the **50th Annual General Meeting** of the Members of **INDIAN OIL CORPORATION LIMITED** will be held at **Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai - 400 018** on **Monday, the 14th September, 2009** at **1030 hrs.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended March 31, 2009 and the Balance Sheet as on that date together with Reports of the Directors and the Auditors thereon.
2. To declare the dividend for the year 2008-09.
3. To appoint a Director in place of Shri B.N.Bankapur, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri S.Sundareshan, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Shri Anand Kumar, who retires by rotation and being eligible, offers himself for reappointment.
6. To appoint a Director in place of Prof.(Dr.) Indira J.Parikh, who retires by rotation and being eligible, offers herself for reappointment.
7. To appoint a Director in place of Shri B.M.Bansal, who retires by rotation and being eligible, offers himself for reappointment.

Registered Office:

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

By Order of the Board of Directors
For Indian Oil Corporation Limited



(RAJU RANGANATHAN)
Company Secretary

20th July, 2009

NOTES

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / LETTER OF AUTHORITY AS APPLICABLE.
- (b) Members / Proxies should bring the attendance slip duly filled and signed for attending the meeting.
- (c) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 4th September, 2009 to Monday, the 14th September, 2009 (both days inclusive) for the purpose of ascertaining the eligibility for payment of dividend.
- (d) The dividend payable on Equity Shares, if approved by the members, will be paid to those members whose names appear on the Company's Register of members and as per beneficial owners position received from NSDL & CDSL as at the close of 3rd September, 2009.
- (e) Pursuant to the provisions of section 205(A) of the Companies Act, 1956, the Company has transferred all unpaid dividend declared upto the financial year 2000-2001 to Investor Education & Protection Fund (IEPF) set up by Central Government. The Company is in the process of transferring the unpaid dividend for the financial year 2001-02 in October, 2009. The dividend for the financial year 2002-03 and thereafter, which remains unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. The Shareholders who have not encashed their dividend warrants so far for the financial year 2002-03 to 2007-08 are requested to make their claims to the Registrar & Transfer Agent, M/s. Karvy Computershare Private Limited, Hyderabad or at the registered office of the Company. **It may also be noted that once the unclaimed dividend is transferred to the IEPF, Central Government, as above, no claim shall lie in respect thereof.**

Similarly, the dividend declared by erstwhile IBP Co.Ltd. and Bongaigaon Refinery & Petrochemicals Ltd. (since merged with IndianOil) for the financial years 2002-03 to 2007-08 remaining unpaid will be transferred to IEPF on expiry of 7 year period. The Shareholders of erstwhile IBP Co.Ltd and Bongaigaon Refinery & Petrochemicals Ltd. who have not encashed their dividend warrants so far are requested to make their claims to the Registrar & Transfer Agents, M/s.Karvy Computershare Private Limited, Hyderabad or at the registered office of the Company.
- (f) Members are requested to bring their copy of Annual Report to the Meeting.



- (g) Shareholders holding shares in electronic form may kindly note that their Address and Bank Account details as furnished by their Depositories to the Company will be printed on their Dividend Warrants as per the applicable regulations of the Depositories. The Company cannot entertain any direct request from such shareholders for change in Address/Bank Details. The shareholders who wish to change their Address/Bank Account details are therefore requested to advise their Depository Participants about such change.
- (h) Shareholders holding shares in physical form are requested to advise about any change of address/Bank Account Number to the Company or its Registrar.
- (i) As per the provisions of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them. In case of shares held in physical form, nomination form can be obtained from the registered office of the Company or from its Registrar & Transfer Agent, M/s.Karvy Computershare Private Limited. The shareholders holding shares in demat form may contact their Depository Participant for nomination.

Pursuant to the requirements of Corporate Governance, a brief resume of Directors, who are retiring and are eligible for reappointment, is given below:

Item Nos.

- (3) Shri B.N.Bankapur, aged 58 years and presently Director(Refineries) is a Chemical Engineer from the University of Mysore. Shri Bankapur has over three decades of rich and varied experience in the oil industry and has handled various portfolios in different refineries. He has been closely involved in the strategic planning and growth of IndianOil through capacity enhancement, value addition and diversification projects. Besides introduction of the new state-of-the-art technologies, he also led the commissioning of those technologies in IndianOil refineries.

Details of other Directorships:

Name of the Company	Position held
Engineers India Limited	Director
IOT Infrastructure & Energy Services Ltd.	Director

Membership/Chairmanship in the Committees of other companies:

Name of the Committee	Position held
Audit Committee of Engineers India Limited	Member
No. of Shares held in the Company:	900
Relationship between directors inter-se:	NIL

- (4) Shri S.Sundareshan, aged 57 years, is a Post Graduate in Business Administration and Political Science and an IAS Officer of Kerala cadre. Before joining Petroleum Ministry as Additional Secretary, he was Chairman of Forward Markets Commission under the Ministry of Consumer Affairs, Food and Public Distribution. He has handled various key assignments in the Ministry of Commerce & Industry, Finance and has also served in the Indian Embassy in Japan.

Details of other Directorships:

Name of the Company	Position held
ONGC Limited.	Director
GAIL (India) Ltd.	Director
Indian Strategic Petroleum Reserves Ltd.	Director

Membership/Chairmanship in the Committees of other companies:

No. of Shares held in the Company:	NIL
Relationship between directors inter-se:	NIL

- (5) Shri Anand Kumar, aged 59 years and presently Director(Research & Development) is a Chemical Engineer from B.I.T., Sindri. He joined IndianOil in 1974 and worked on the modernisation of refinery units at Guwahati, Mathura and Barauni. He has varied experience covering all aspects of oil refining business. He was a founding member of the Centre for High Technology and was also Advisor (Planning & Economics) to the Port Harcourt Refinery of Nigeria. He has also headed the IndianOil Institute of Petroleum Management.

Details of other Directorships:

Name of the Company	Position held
Lubrizol India Pvt. Ltd.	Director
IndianOil Technologies Ltd.	Part-time Chairman

Membership/Chairmanship in the Committees of other Companies:

No. of Shares held in the Company:	NIL
Relationship between directors inter-se:	500
	NIL

- (6) Prof.(Dr.) Indira J. Parikh aged 66 years, is a Post Graduate from the University of Rochester, USA and a Ph.D. from Gujarat University. She has over 30 years of rich academic experience in Organisational Behaviour & Management in IIM Ahmedabad. She is also a visiting Professor in various Management Institutes in India and abroad. She has been consultant to various corporates on management programmes and has handled international assignments. She is also credited with publication of management books, papers, articles etc. She is also the President of the Foundation for Liberal & Management Education in Pune.

Details of other Directorships:

Name of the Company	Position held
Aster Tele Services Ltd.	Director
Anil Products Ltd.	Director
Sintex Industries Ltd.	Director
STI India Ltd.	Director
Mahindra Gujarat Tractor Ltd.	Director

Membership/Chairmanship in the Committees of other Companies:

NIL

No. of Shares held in the Company:

NIL

Relationship between directors inter-se:

NIL

- (7) Shri B.M.Bansal, aged 58 years, presently Director(Planning & Business Development) is a B-Tech in Chemical Engineering from IIT, Delhi with a Post Graduate Diploma in Process Plant Engineering. He has a rich and varied experience of over three decades in the oil industry and has handled various assignments covering important portfolios of Refinery Management, Planning & Co-ordination, Technical Services and Business Development. He has travelled widely and has presented several papers on Refining, LNG and Petrochemicals in international seminars, both in India and abroad.

Details of other Directorships:

Name of the Company	Position held
Green Gas Limited	Part-time Chairman

Membership/Chairmanship in the Committees of other Companies:

NIL

No. of Shares held in the Company:

550

Relationship between directors inter-se:

NIL

Registered Office:

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Bandra (East),
Mumbai - 400 051.

20th July, 2009

By Order of the Board of Directors
For Indian Oil Corporation Limited



(RAJU RANGANATHAN)
Company Secretary



Indian Oil Corporation Limited

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

ATTENDANCE CARD

Client ID No./Folio No.	No. of Shares held

I/We hereby record my/our presence at the **50th Annual General Meeting** of the Company on **Monday, the 14th September, 2009** at **1030 hrs.** at **Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai-400 018.**

Name of the Shareholder _____

Signature of the Shareholder _____

Name of the Proxy _____

Signature of the Proxy _____

NOTES

1. You are requested to sign and hand this over at the entrance of the meeting hall.
2. If you are attending the meeting in person or by proxy, your copy of the Annual Report may please be brought by you/your proxy for reference at the meeting.

TEAR HERE



Indian Oil Corporation Limited

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

FORM OF PROXY

Client ID No./Folio No.	No. of Shares held

I/We of
in the district ofbeing a member/members of the Company hereby appoint..... of
..... in the district ofor failing him/her, of
..... in the district of as my/our proxy to attend & vote for me/us on my/our behalf at the **50th Annual General Meeting** of the Company to be held at **1030 hrs.** on **Monday the 14th September, 2009** at **Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai-400 018** and at any adjournment(s) thereof.

Please Affix
Revenue
Stamp

Signed this day of 2009.

Signature

NOTE: This Proxy Form duly filled in must be deposited at the Registered Office of the Company at IndianOil Bhavan, G-9, Ali Yavar Jung Marg, Bandra (East), Mumbai - 400 051 not less than 48 hours before the commencement of meeting.



Hon'ble President of India, Smt. Pratibha Devisingh Patil, releasing the commemorative postage stamp of IndianOil at the inaugural function of IndianOil's Golden Jubilee celebrations at Vigyan Bhavan. (Inset) the commemorative postage stamp.



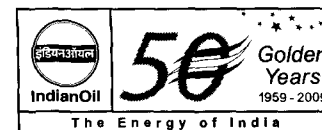
50th

ANNUAL REPORT
2008-09



Pt. Jawaharlal Nehru at the inauguration of Guwahati Refinery

Pt. Nehru foresaw "...Oil is of vast importance in the world today and a country that does not have its own oil is in a weak position..."

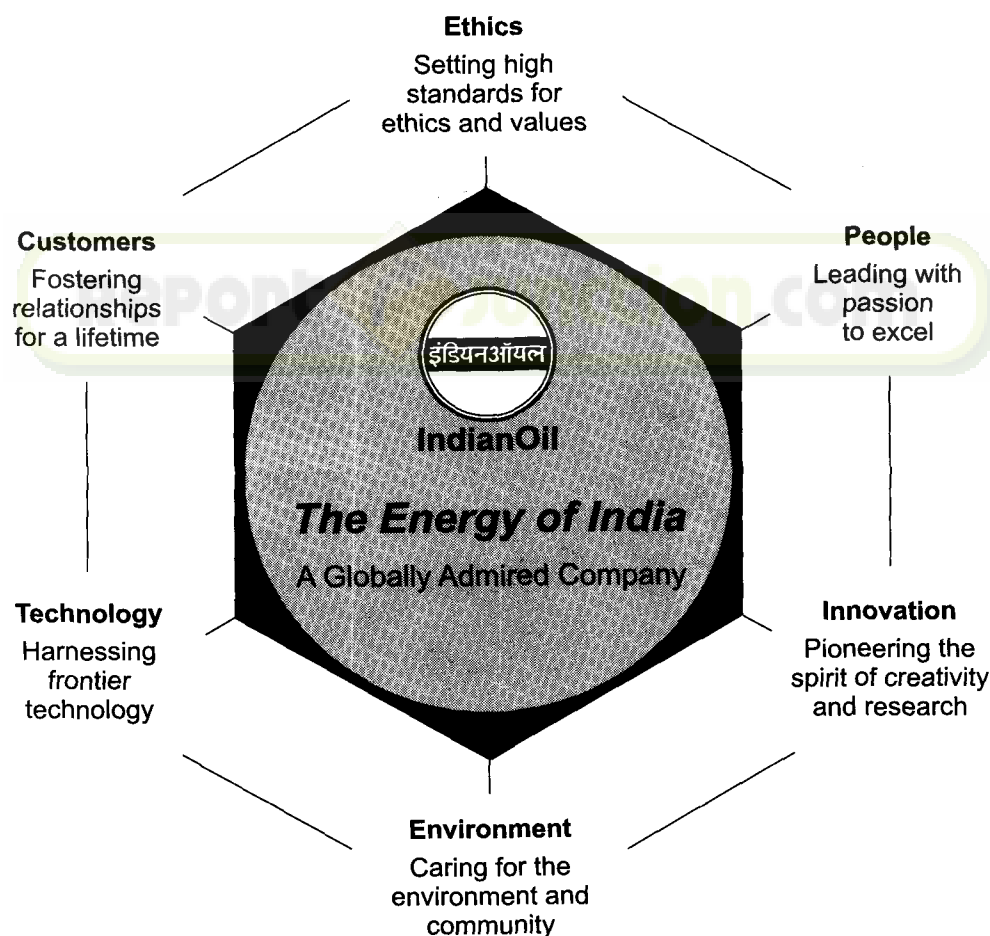


vision re-visited

With a dream to explore new vistas and emerge as a global entity, riding on the wave of deregulation, IndianOil coined its first vision statement in the year 1999. Since then, the business landscape in the country has changed. During the year, a need was perceived to re-visit the vision statement and chart new targets to invigorate IndianOil. The process of re-visiting the vision captured the collective

aspirations of the IndianOilPeople as well as other stakeholders so as to create a 'Shared Vision' rather than 'Vision Shared'. The resultant new vision is a matrix of six cornerstone elements and is designed to serve as the bedrock of IndianOil's future growth and transformation into a globally admired company.

VISION



VALUES

Care • Innovation • Passion • Trust