

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

Name of Listed entity : **Indian Oil Corporation Limited (L23201MH1959GOI011388)**
 Quarter ending : **31st December 2025**
(I) Composition of Board of Directors

Whether the listed entity has a Regular Chairperson : Yes												
Whether Chairperson is related to MD or CEO : No												
Title (Shri / Smt/ Ms/ Dr)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Birth	Whether the Directors are disqualified?	Current status	Date of Appointment in the current term / cessation	Tenure of Director in months (to be filled in only for Independent Director)	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No. of memberships in Audit Committee (AC) / Stakeholder Committee (SC) including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Shri	Arvinder Singh Sahney	10652030	Chairperson - Executive	09-10-1970	No	Active	13-11-2024	NA	3	Nil	Nil	Nil
Shri	Anuj Jain	10310088	Executive Director	23-10-1971			09-10-2023	NA	1	Nil	1(SC)	Nil
Dr	Alok Sharma	10453982	Executive Director	24-03-1966			16-01-2024	NA	1	Nil	Nil	Nil
Ms	Rashmi Govil	10531397	Executive Director	12-09-1970			15-03-2024	NA	1	Nil	1(SC)	Nil
Shri	Arvind Kumar	09224177	Executive Director	17-10-1967			17-07-2024	NA	1	Nil	Nil	Nil
Shri	Suman Kumar	09724749	Executive Director	15-07-1968			26-02-2025	NA	1	Nil	Nil	Nil
Shri	Saumitra Priya Srivastava	10236956	Executive Director	13-10-1967			03-10-2025	NA	1	Nil	Nil	Nil
Ms	Esha Srivastava	08504560	Non-Executive – Nominee Director	09-06-1980			20-06-2025	NA	1	Nil	Nil	Nil
Dr	Sujata Sharma	07775238	Non-Executive – Nominee Director	15-07-1976			11-05-2024	NA	1	Nil	Nil	Nil
Shri	Prasenjit Biswas	09398565	Non-Executive - Independent Director	20-01-1958			28-03-2025	9	1	1	1(SC)	1(AC)
Shri	Krishnan Sadagopan	09397902	Non-Executive - Independent Director	20-05-1967			28-03-2025	9	1	1	1(AC)	1(SC)
Dr	Dattatreya Rao Sirpurker	09400251	Non-Executive - Independent Director	22-08-1957			28-03-2025	9	1	1	1(AC)	Nil

(II) Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members, Committee Position	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Shri Prasenjit Biswas, Chairperson Dr. Dattatreya Rao Sirpuker, Member Shri Krishnan Sadagopan, Member	Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director	01-04-2025 01-04-2025 01-04-2025	- - -
2. Nomination & Remuneration Committee	Yes	Dr. Dattatreya Rao Sirpuker, Chairperson Shri Krishnan Sadagopan, Member Shri Prasenjit Biswas, Member Shri Arvinder Singh Sahney, Member	Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director Executive- Chairperson	01-04-2025 01-04-2025 01-04-2025 13-11-2024	- - - -
3. Stakeholders Relationship Committee	Yes	Shri Krishnan Sadagopan, Chairperson Shri Prasenjit Biswas, Member Shri Anuj Jain, Member Ms. Rashmi Govil, Member	Non-Executive - Independent Director Non-Executive - Independent Director Executive Director Executive Director	01-04-2025 01-04-2025 09-10-2023 15-03-2024	- - - -
4. Risk Management Committee	Yes	Shri Arvinder Singh Sahney, Chairperson Shri Krishnan Sadagopan, Member Shri Anuj Jain, Member Shri Arvind Kumar, Member Shri Suman Kumar, Member Shri Saumitra Priya Srivastava, Member Shri Arvind Acharya, Member	Executive- Chairperson Non-Executive - Independent Director Executive Director Executive Director Executive Director Executive Director Executive Director Chief Risk Officer	13-11-2024 01-04-2025 09-10-2023 17-07-2024 26-02-2025 03-10-2025 01-01-2025	- - - - - - -
5. Corporate Social Responsibility Committee	Yes	Shri Prasenjit Biswas, Chairperson Dr. Dattatreya Rao Sirpuker, Member Shri Anuj Jain, Member Ms. Rashmi Govil, Member Shri Saumitra Priya Srivastava, Member Shri Arvinder Singh Sahney, Member#	Non-Executive - Independent Director Non-Executive - Independent Director Executive Director Executive Director Executive Director Executive Director Executive- Chairperson	01-04-2025 01-04-2025 09-10-2023 15-03-2024 03-10-2025 01-08-2025	- - - - - 02-10-2025
# Shri Arvinder Singh Sahney (DIN 10652030) ceases to be member of Corporate Social Responsibility upon appointment of Shri Saumitra Priya Srivastava as Director (Marketing).					

(III) Meeting of Board of Directors

Date(s) of Meeting (Enter dates of previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of quorum met (details)	Total no. of Directors as on date of the meeting	Number of Directors present (including Independent Director)	Number of Independent Directors attending the meeting
30-07-2025		Yes	12	12	3
14-08-2025	14 days	Yes	11	11	3
27-10-2025	73 days	Yes	12	11	3
12-12-2025	45 days	Yes	12	11	3

(IV) Meeting of Committees

Name of Committee	Date(s) of Meeting (Enter dates of previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings in number of days	Whether requirement of quorum met (details)	Number of Directors as on date of meeting	Number of Directors present (including Independent Director)	Number of Independent Directors attending the meeting	Number of members attending the meeting (other than Board of Directors)
Audit Committee	29-07-2025 13-08-2025 27-10-2025	14 days 74 days	Yes Yes Yes	3 3 3	3 2 2	3 2 2	0 0 0
Corporate Social Responsibility	24-07-2025 27-10-2025 12-12-2025	94 days 45 days	Yes Yes Yes	5 5 5	4 5 4	2 2 2	0 0 0
Stakeholders Relationship Committee							
Nomination & Remuneration Committee							
Risk Management Committee	04-09-2025	-	Yes	5	5*	1	1*

***Risk Management Committee (RMC) : Shri Arvind Acharya, Chief Risk Officer, member of RMC but not a Director on the Board of the Company has attended the meeting as a member of the Committee.**

(V) Details of Cyber Security incidence

Subject	Status (Yes / No / NA)
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter.	No

(VI) Affirmations

1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 <i>The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015</i> <i>The strength of the Board of IndianOil was 12 Directors as on 31st December 2025, comprising of 7 Executive Directors (including Chairman) and 2 Non-Executive Government Nominee Directors and 3 Independent Directors. IndianOil has not been able to comply with the requirement of 50% Independent Directors, 50% Non-Executive Directors and 1 Woman Independent Director on its Board as IndianOil being a Government Company under the administrative control of the Ministry of Petroleum & Natural Gas, the power to appoint Directors on the Board vests with Government. The matter is being pursued regularly by IndianOil with Government of India.</i>
2	The composition of the following committees is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders' Relationship Committee d. Risk Management Committee
3	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
4	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015
5	This report shall be placed before Board of Directors in the next Board Meeting.

(VII) Investor Grievance Report

No. of Investor Complaints pending at the beginning of quarter	2
No. of Investor Complaints received during the quarter	43
No. of Investor Complaints disposed off during the quarter	45
No. of Investor Complaints those remaining unresolved at the end of the quarter	0

(VIII) Disclosure of Imposition of Fine or Penalty

Sr. Name	Name of the Authority	Nature and details of the action(s) taken or order (s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation (s) / contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Central Ground Water Authority	The Penalty of Rs. 1,00,000/- is imposed as per Table 16.1 of MOJS guidelines dated 24.9.2020 and amendments thereof.	10-10-2025	The Penalty of Rs. 1,00,000/- is imposed as per Table 16.1 of MOJS guidelines dated 24.9.2020 and amendments thereof	Rs 1,00,000
2	State Transport and Road Safety Department, SUMERPUR DTO, Govt. of Rajasthan	A Mobile Oil Spill Recovery Unit (MOSRU) was delivered at WRPL Kot on 15.08.2025. To ensure legal operation and emergency readiness, mandatory third-party insurance and statutory registration under RTO, Rajasthan were required. The temporary registration of vehicle was valid till 10.12.2025 and temporary insurance till 03.09.2025. During permanent registration, the Transport Department imposed a penalty of Rs. 40,819/-, citing the rule that vehicles must be registered within 30 days of purchase or entry into the State.	28-11-2025	The Transport Department imposed a penalty of Rs. 40,819/-, citing the rule that vehicles must be registered within 30 days of purchase or entry into the State.	Rs 40,819
3	National Stock Exchange of India Limited	Fine of Rs. 5,42,800 imposed for non-compliance with the provision of Reg. 17(1), of the SEBI (LODR), Regulations 2015 relating to composition of Board of Directors for the quarter ended 30 th September 2025.	28-11-2025	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director (Regulation 17(1)) for the quarter ended 30.09.2025	Nil. Company had received similar notices from the NSE in the past imposing fines and waiver request from the Company was considered favorably by the Exchanges.
4	BSE Ltd	Fine of Rs. 5,42,800 imposed for non-compliance with the provision of Reg. 17(1), of the SEBI (LODR), Regulations 2015 relating to composition of Board of Directors for the quarter ended 30 th September 2025	28-11-2025	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director (Regulation 17(1)) for the quarter ended 30.09.2025	Nil. Company had received similar notices from the BSE in the past imposing fines and waiver request from the Company was considered favorably by the Exchanges.

(IX) Disclosure of Updates to Ongoing Tax Litigations or Disputes

Sr. Name	Name of the Opposing Party	Date of initiation of the litigation/ dispute	Status of the litigation/ dispute as per last disclosure	Current Status of litigation/ dispute
1.	Income-tax Department, Mumbai	23-03-2019	Various disallowances amounting to Rs. 1194.07 crore as per the Assessment Order for Assessment Year 2016-17. CIT(A), vide order dated 23 October 2025, has disposed of the matter by partly allowing the appeal. Through the appellate order, relief amounting to Rs. 1,102.91 crores have been obtained on account of issues decided in favour of the Corporation, as against contested disputed tax and interest of Rs. 1,194.07 crores. The Corporation will be contesting the balance disputed tax of Rs. 91.16 crores before the higher forum i.e. Income-tax Appellate Tribunal.	Appeal partly allowed by CIT(A) vide order dt. 23.10.2025 allowing relief of Rs. 1,102.91 cr. Appeal before ITAT has been filed by the company for seeking relief towards balance disputed tax of Rs. 91.16 cr. Same is pending as on date. Against the order of CIT(A), Income-tax Department has also filed an appeal before the ITAT on 31-12-2025 contesting disputed tax of Rs. 905.71 cr. Said appeal is pending as on date
2.	Commissioner Central Goods and Service Tax, Mumbai East	06-09-2023	Show Cause Notice (SCN) raised on Indian Oil proposing Demand of Excise duty of Rs.4002 crore on the ethanol portion contained in Ethanol Blended Motor Spirit (EBMS) sold by IndianOil during the period 01.03.2014 to 31.12.2018. The SCN was adjudicated by Commissioner, Mumbai and IndianOil got a favourable order vide Order in Original (OIO) dated 06.02.2023 and concluded the proceedings. Against the said OIO, department has filed the appeal which has been admitted by CESTAT, Mumbai vide order dated 06.09.2023 (received on 28.09.2023) and the case would be listed for merit hearing.	Departmental appeal admitted by CESTAT, Mumbai. Case pending for merit hearing.