



Every Refill Backed by Care, Quality and Commitment - MM Nagar COCO, Chennai

Directors' Report

Dear Members,

On behalf of the Board of Directors, it is my pleasure to present the 66th Annual Report of the Company for the financial year ended March 31, 2025. During the year, your Company demonstrated strong operational resilience and improved its physical performance across key parameters, including pipelines throughput and sales volume. However, the financial performance witnessed a moderation compared to the exceptional results of 2023-24, primarily due to evolving global crude oil dynamics, product price volatility and margin pressures. Despite these headwinds, the Company remained steadfast in its commitment to energy security, customer service and sustainable growth, reinforcing its position as India's flagship energy major.

The Company continued to advance its growth agenda with significant investments in refineries expansion, petrochemicals, pipeline infrastructure and green energy, including expansion in biofuels and electric mobility. These efforts underline its commitment to building a future-ready energy ecosystem while delivering value to all stakeholders.

To further accelerate the journey towards operational excellence and future-readiness, the Company has embarked on a company-wide transformational project - SPRINT (Strengthen Core Businesses, Propel Cost Optimisation, Reinforce Customer Centricity, Integrate Technology & Innovation, Nurture Leadership & Talent, Transition Ready), which is designed to drive deep structural efficiencies, embrace digital transformation, unlock new revenue streams and foster a culture of agility and innovation across the organization. With a clear focus on long-term value creation, SPRINT aims to reshape the Company into a leaner, smarter and more competitive enterprise, better equipped to navigate the evolving energy landscape. By integrating cutting-edge technologies, streamlining processes and empowering its workforce, your Company is positioning itself as a next-generation energy company committed to delivering sustainable and inclusive growth.

Performance Review

Financial

The summarised standalone performance and appropriations for 2024-25 vis-à-vis 2023-24 are given below:

Particulars	2024-25		2023-24	
	US\$ Million	₹ Crore	US\$ Million	₹ Crore
Revenue from Operations (Inclusive of Excise Duty & Sale of Services)	99,954	8,45,513	1,04,631	8,66,345
EBITDA (Earnings Before Exceptional Items, Finance Cost, Tax, Depreciation & Amortisation)	4,500	38,060	8,959	74,182
Finance Cost	1,032	8,732	885	7,328
Depreciation and Amortisation	1,807	15,284	1,752	14,510
Exceptional Income/(Expenses)	217	1,838	-	-

Particulars	2024-25		2023-24	
	US\$ Million	₹ Crore	US\$ Million	₹ Crore
Profit Before Tax	1,878	15,882	6,322	52,344
Tax Provision	346	2,920	1,537	12,725
Profit After Tax	1,532	12,962	4,785	39,619
Balance Brought Forward from Last Year	3,868	32,719	594	4,916
Less: Appropriations				
Interim Dividend paid	0	0	832	6,886
Final Dividend paid	1,140	9,640	499	4,132
Insurance Reserve (Net)	2	14	2	14
General Reserve	2,728	23,079	95	785
Balance Carried to Next Year	1,531	12,947	3,952	32,719

Share Value

Particulars	2024-25		2023-24	
	US\$	₹	US\$	₹
Cash Earnings Per Share	0.24	20.51	0.47	39.30
Earnings Per Share	0.11	9.41	0.35	28.77
Book Value Per Share	1.52	129.74	1.54	128.32

Note: Exchange Rate used

For 2024-25: Average Rate 1 US \$ = ₹84.59; Closing Rate 1 US \$ = ₹85.48 as on 31.03.2025

For 2023-24: Average Rate 1 US \$ = ₹82.80; Closing Rate 1 US \$ = ₹83.41 as on 31.03.2024

The macro-economic, geo-political, financial, industry-specific information and markets in which the Company operates are provided in the Management Discussion and Analysis section, which forms part of this Integrated Annual Report.

Issue of Securities/Changes in Share Capital

There was no change in the equity share capital of the Company during the year. The Company issued Unsecured, Rated, Listed, Taxable, Redeemable, Non-Convertible Debentures (NCDs) aggregating ₹5,000 Crore on private placement basis, during the year, which were listed on the Debt Segment of the National Stock Exchange of India Limited and BSE Limited. The funds were utilised for the purpose for which they were raised and there were no deviations or variations in the utilisation. Further, the Company redeemed NCDs amounting to ₹5,495 Crore during the year.

Dividend

The Board of the Company has formulated a Dividend Distribution Policy and the dividends declared/recommended,

are in accordance with the said policy. The policy is hosted on the website of the Company at: <https://www.iocl.com/Download/Dividend-Distribution-Policy.pdf>

The Board of Directors have recommended a dividend of ₹3/- per share for the year, with a payout of ₹4,131.47 Crore equivalent to 32% of the PAT. This is the 58th consecutive year of dividend declaration by your Company with cumulative payout of ₹1,11,293 Crore (including the proposed dividend for 2024-25).

Contribution to Exchequer

The Company has been one of the largest contributors to the Government Exchequer in the form of duties, taxes and dividend. During the year ₹2,32,299 Crore was paid to the exchequer as against ₹2,41,629 Crore paid in the previous year. An amount of ₹1,10,313 Crore was paid to the Central Exchequer and ₹1,21,986 Crore to the States Exchequer compared to ₹1,21,171 Crore and ₹1,20,458 Crore paid in the previous year, respectively.

Consolidated Financial Performance

In accordance with the provisions of the Companies Act, 2013 (Act) and the Accounting Standards issued by the Institute of Chartered Accountants of India, the Company has prepared the Consolidated Financial Statement for the group, including subsidiaries, joint venture entities and associates, which forms part of the Integrated Report. The highlights of the Consolidated Financial Results are as under:

Particulars	2024-25		2023-24	
	US\$ Million	₹ Crore	US\$ Million	₹ Crore
Revenue from Operations (Inclusive of Excise Duty & Sale of Services)	1,01,592	8,59,363	1,06,429	8,81,235
Profit Before Tax	1,800	15,225	6,919	57,288
Profit After Tax	1,630	13,789	5,213	43,161
Less: Share of Minority	23	191	173	1,431
Profit for the Equityholders of Parent	1,607	13,598	5,040	41,730

Note: Exchange Rate used

For 2024-25: Average Rate 1 US \$ = ₹84.59

For 2023-24: Average Rate 1 US \$ = ₹82.80

Operational Performance

The operational performance of the Company during the year is as under:

Particulars	(in MMT)	
	2024-25	2023-24
Refineries Throughput	71.564	73.308
Pipelines Throughput (Liquid and Gas pipelines)	100.477	98.626
Product Sales (inclusive of Gas, Petrochemicals & Exports)	100.292	97.551



Overview of IndianOil Paradip Refinery

Refineries

Amidst dynamic energy landscape shaped by the ongoing transition evolving market trends and a growing focus on sustainability, the Refineries Division rose to the occasion with unwavering dedication, remarkable resilience and a steadfast commitment to excellence transforming a year of challenges into one marked by significant achievements and milestones. The Refineries processed 71.56 MMT of crude during the year with capacity utilisation of 102% of the design capacity. The group refineries (including Chennai Petroleum Corporation Ltd.) achieved a throughput of 82.02 MMT during the year.

A record distillate yield of 80.6% was achieved, surpassing the previous best of 80.4% in 2018-19 and the Fuel & Loss at 8.8% was the best in last five years. The Refineries achieved an operational

availability of 98.1% during 2024-25 as against 97.3% in the previous year. On the energy conservation front, the Refineries achieved MBN of 68.9 and Energy Intensity Index (EII) of 96.4 during the year.

Significant steps were taken to enlarge the crude oil basket by diversification and 15 new crude oil grades from different geographies were added during the year. The crude basket of your Company now contains 268 grades from different regions like Africa, Middle East, America, Russia etc.

The petrochemical units set new benchmarks with highest ever production of 3.23 MMT, as against the previous best of 3.09 MMT in 2023-24, marked by record throughput of Butadiene (121 TMT), HDPE (339 TMT) and Polypropylene (692 TMT).

Pipelines

Pipelines continue to be the cornerstone of operational and strategic framework of your Company. With an expansive and resilient nationwide network spanning crude oil, petroleum products and natural gas, these subterranean energy corridors act as the silent yet vital arteries of the Company, ensuring round-the-clock delivery of energy to power the Company's growth.

In 2024-25, your Company reached a new milestone by enhancing the pipeline infrastructure, by commissioning an additional 261 Km to its already extensive network. As on March 31, 2025, the total pipeline length was 20,005 Km, comprising of 129.92 MMTPA capacity of liquid pipelines (crude and product) and 49.4 MMSCMD capacity of gas pipelines.

During the year, the liquid (crude and product) pipeline network achieved highest-ever throughput of 96.92 MMT, surpassing the previous high of 95.80 MMT achieved in 2023-24. This milestone was driven by sustained demand for petroleum products. While the crude oil pipelines recorded a slightly lower throughput of 51.26 MMT compared to the previous year, the product pipelines posted a record-high throughput of 45.66 MMT, exceeding the earlier peak of 43.99 MMT achieved in 2023-24. The gas pipeline network also registered a significant rise in throughput, reaching a record 4,668 MMSCM, marking a 25.6% increase over the previous year's high of 3,717 MMSCM.



From the Heart of the Refinery to the Soul of the Nation – IndianOil Pipelines Keep the Energy Flowing

Marketing

As the most visible and customer-centric arm of your Company, IndianOil's Marketing Division stands as the face of IndianOil, embodying its brand promise, unwavering trust and service excellence. With a robust network of over 63000 customer touchpoints spanning the length and breadth of the nation, the Marketing Division ensures seamless last mile delivery of petroleum products, even in the most remote and demanding terrains. This unparalleled outreach not only fuels the daily life of millions but also fortifies IndianOil's position as the true 'Energy of India'.

In 2024-25, your Company retained its position as the market leader in the downstream petroleum sector with an overall market share of 41.52% and achieving a domestic sales volume of 84.96 MMT (excluding LNG), the highest-ever in the Company's history. The Company's resilience was underpinned by proactive marketing strategies, robust supply chain management, integration of digital solutions and a customer-centric approach. Through continuous innovation in customer engagement, diversification of service offerings and steadfast adherence to its core value of 'Nation-First', your Company has not only safeguarded its leadership status but has also deepened its engagement with its customers across the country.

During the year, your Company commissioned 2,823 Retail Outlets (ROs), 350 CNG stations and 40 CBG stations, consistently building a formidable infrastructure network of 40,221 ROs, 2,437 CNG stations and 125 CBG stations as on March 31, 2025. Significant progress has been made in the development of Way Side Amenities (WSA), with 72 bids won and 28 WSA sites commissioned during 2024-25, taking the total number of commissioned sites to 68.

In alignment with its strategic thrust towards sustainable energy solutions, your Company continued to scale up the integration of renewable energy across its retail footprint. During the year, 4,227 ROs were solarised, taking the cumulative number to 35,874, representing an impressive 89.2% of the total retail network. With a combined installed capacity exceeding 175 MWp, these solar-powered outlets significantly contribute to reducing the carbon footprint, further consolidating Company's leadership in green energy adoption within the downstream sector. In tandem with the Company's Net-Zero commitment, the electric mobility ecosystem also witnessed robust expansion. During the year, 4,526 Fast Electric Vehicle Charging Stations (EVCS) and 130 Slow EVCS were commissioned, taking the cumulative number to 13,614. Furthermore, your Company added 37 Battery Swapping



Smart Fuel for Clean, Precise Cutting — Indane Nanocut

facilities during the year, enhancing the total network to 128. These initiatives reflect the commitment to driving low-carbon mobility solutions while enabling a future-ready, sustainable energy infrastructure.

The LPG business achieved total sale of 15.40 MMT (including export), registering a growth of 8.60% over the previous year, with domestic market share of 45.23%. Under the PMUY Scheme, your Company released 37.5 Lakh connections. The year also witnessed the highest ever bulk LPG sales of 594 TMT, highest ever XtraTej (a differentiated LPG gas for commercial and industrial applications) sales of 462 TMT, highest ever sale of Chhotu (a small 5 kg gas cylinder) of 33.3 TMT, highest ever NANOCUT sales of 6.8 TMT. Increasing the product offering, XtraBoost (New age automotive version of AutoGas which boosts the engine performance), Propane Plus (delivers higher flame temperature than Base Propane and thereby endures reduced fuel consumption, cleaner combustion and increased heat output) & Chhotu Master (Chhotu cylinder + cooktop) were launched during the year.

To enhance LPG safety awareness, a campaign named 'Sense of Duty' was carried out nationwide. 25,656 safety clinics/LPG Panchayats engaging over 7 Lakh customers, 4,475 school safety clinics covering over 3.6 Lakh students and 380 cooking competitions were organised, engaging 40,000 participants. LPG safety videos were screened in 3,175 theatres, jingles aired on 121 radio channels, TV commercials played on 55 channels and 39,000 hoardings/banners were displayed at Retail Outlets and LPG distributorships for public awareness. With the focussed approach towards safety, the domestic LPG accidents at customer premises decreased during the year by 73% over the previous year.

India's Ethanol blending programme represents a significant stride towards environmental sustainability by lowering dependence on fossil fuels and reducing carbon emissions. Under the Ethanol Blended Motor Spirit (EBMS) programme, your Company achieved a record ethanol blending level of 17.2% during 2024-25 and 19.1% considering the Ethanol Supply Year (ESY) from November 2024 to May 2025. Furthermore, the Company commenced the sale of

20% ethanol-blended motor spirit (E20) across the country from December 2024. In addition, the Company attained its highest-ever biodiesel blending level of 0.52%, reinforcing its commitment to cleaner and greener fuel alternatives.

Your Company continued its leadership in the aviation fuel market, maintaining a dominant share of 54.53% in domestic market during the year and registered total sales of 5.07 MMT (including export) of Aviation Turbine Fuel (ATF). This performance reaffirms the Company's strategic position as the foremost fuel supplier to the aviation sector in India, which is poised for robust long-term growth amid increasing passenger traffic and expanding regional connectivity. In support of this anticipated growth, in March 2025, your Company commissioned an Aviation Fuel Station (AFS) at Srinagar Airport and another one at Rewa, Madhya Pradesh taking the total number to 130. In addition, all AFSs continue to uphold the highest standards of quality, environmental and occupational health and safety management through sustained ISO 9001, ISO 14001 and ISO 45001 certifications.

On the international front, your Company expanded its global aviation footprint through the export of AVGAS 100 LL to Pertamina (Indonesia) and Padma Oil (Bangladesh), marking significant progress in its global outreach. Upholding its 'Nation-First' ethos, your Company also played a vital role in national emergency response efforts, including timely support during the Wayanad landslide and critical refueling operations for flood relief in Uttarakhand.

SERVO – the Superbrand of Lubricants, is among the leading lubricant brands in India with around 27% market share in finished Lubricants. It serves diverse sectors like automotive, industrial, railways, marine and defence. It is backed by a wide distribution network and trusted brand reputation. SERVO registered the highest-ever sales volume of 780 TMT (including exports). Your Company became the first Indian company to develop and launch FIM (Fédération Internationale de Motocyclisme) Category 2 Racing Fuels, aptly branded as STORM and STORM-X, for bike and car racing, respectively. In sync with the gaining popularity of Electric Vehicles (EV), an entire range of EV Lubricants viz. Servo Futura EV Trans 75W 90 (Transmission oil), Servo Futura EV

Trans 75W (Transmission oil), Servo Futura EV Grease (Electric motor bearing grease), Servo Kool EV Ready (Battery system cooling fluid) was launched in March 2025. Your Company is also collaborating with International Tractors Ltd. for fuel-efficient lubricants and validated XtraGreen and alternate fuels on TREM III/IV/V tractors. During the year, Engine Builders Approval (EBA) was received from Bajaj Auto, Royal Enfield and Maruti. SERVO's global footprint has expanded to 45 countries, strengthening the presence of Company in the international market.

With the upcoming LOBS production capacity expansion at Haldia Refinery & Chennai Petroleum Corporation Limited's Manali Refinery and new LOBS production facilities in Gujarat and Panipat Refineries with the capability of producing Grade III base oils, the Company is ambitiously looking forward to achieve and double the market share of *SERVO* lubricants by 2029-30.

As on March 31, 2025, your Company had 127 supply locations (depots/terminals) spread across the country reaching petroleum products to far-flung areas even during difficult times including natural calamities. The marketing infrastructure of your Company was further strengthened during the year with the commissioning of new grassroot POL ToP at Malkapur, Telangana and a new LPG bottling plant at Khorda, Odisha. Further, during the year, mechanical completion of captive jetty at Kamarajar Port, Ennore, Tamil Nadu and New Lube Complex at Amullavoyal, Chennai, Tamil Nadu was also achieved and is expected to be commissioned during 2025-26.

In the Brand Finance Global 500 listing for the year 2025, your Company moved up 28 ranks (from 474 in 2024 to 446 in 2025) and is the only oil & gas company from India to feature in the list demonstrating the strong presence of its various brands across Retail, LPG and Lubricants.

The Cryogenics Group of the Company is one of the leading cryogenics equipment manufacturers in India with over 44 years of experience in Design and Production of State-of-the-Art Vacuum Super-insulated Cryogenic Storage & Transport Vessels for LIN, Lox, Lar & LNG applications. Maintaining its leadership in the Cryocans business, the cryogenic group sold over 25,000 units of cryocans during the year. During the year, a major order for design and manufacturing of cryogenic equipment from Naval Materials Research Laboratory (NMRL) was obtained, which will provide foray into the Defence Sector unplugging major business potential for next 5 years. Anticipating high growth potential in Cryogenic segment, especially in regard to LNG and Liquid Oxygen, the Company is setting up a new manufacturing facility at Dindori, Maharashtra and the manufacturing of select products shall commence from the new facility during 2025-26.

Research and Development

Since the establishment of its R&D Centre at Faridabad in 1972, your Company has consistently fostered a culture of innovation, anchored in its core values. The R&D initiatives continue to drive technological advancements that enhance operational efficiency, reduce energy consumption, promotes sustainability and enrich the product portfolio with cutting-edge solutions. This enduring commitment to innovation reflects the Company's Vision of staying future-ready while delivering greater value to the nation.

To further expand its footprint and facilitate transformation into an integrated energy company, your Company is setting up a second New Energy Centre at Faridabad with research facilities for Alternative & Renewable Energy, Corrosion Research, Nanotechnology and Synthetic Biology. Your Company is also funding various futuristic alternative and renewable energy demo projects, implementing energy conservation schemes across divisions, operating and expanding product applications & development facilities around Petrochemical business, deploying innovative in-house developed solutions as Drag Reducing Agent for captive use, working for import substitution through production of specialised and differentiated products like racing fuels, reference fuels etc.

During the year, the total expenditure on R&D and major innovation initiatives across the Company was ₹1,067 Crore. The research endeavors during the year resulted in filing 73 patents, taking the total number of filed patents to 1809 as of March 31, 2025. Further, the Company was granted 129 patents during the year, taking the total effective patent portfolio to 1689.

During 2024-25, the R&D Centre made significant strides in refining, catalyst technology, lubricants, petrochemicals, nanotechnology, alternative energy, indigenous catalyst deployment, advanced EV lubricants, pipeline inspection tools, carbon capture technology, nano-fuel innovations, etc. enhancing sustainability and self-reliance.

Major developments in Refining & Catalyst Technology during 2024-25 include commissioning of 300 kTA grassroot indDSK unit for Pipeline Compatible Kerosene (PCK) at Paradip Refinery, commissioning of IV-IZOMaxCat® ISOM catalyst at Bongaigaon Refinery and supplying 3820 MT of in-house developed Catalyst. With more than 169 lubricant formulations released and 58 OEM approvals, R&D Centre developed some niche products for EVs to strengthen EV lubricant portfolio. Your Company is also exploring collaboration with a leading catalyst manufacturer for manufacturing INDMAX catalysts to promote self-reliance in catalyst production.

The Pipeline research achieved remarkable milestones and R&D developed INDScan® iPIG tools facilitated more than 4500 Km of pipeline inspection during 2024-25. Besides catering to captive needs, in-house developed XtraFlo® DRA has now become sought-after-product. The i-ZN22® PP Catalyst developed and trials at Paradip Refinery confirmed superior performance. In the realm of Nanotechnology, 2 in-house developed nano additised products viz. Propane Plus® – a green fuel for industrial use and XtraBoost® - an advanced version of AutoGas were launched.

A powerful testament to the strength and success of IndianOil's vibrant start-up ecosystem are the 42 promising start-ups that have been selected and incubated under start-up funding scheme, collectively securing an impressive 86 Intellectual Property Rights (IPRs).

Business Development

The Company has strategically diversified beyond its traditional operations, making notable progress across Petrochemicals, Natural Gas, Alternative Energy, Exploration & Production and Explosives. In line with the long-term vision, the Company

continues to push forward its goal of increasing its contribution to India's energy mix and achieving Net-Zero operational emissions by 2046. The Company remains committed to its sustainability and growth targets, with concerted efforts across all verticals.

Petrochemicals Business

As part of its long-term strategy to diversify and strengthen its core hydrocarbon portfolio, your Company continued to reinforce the petrochemicals business as a high-growth, value-added vertical that complements the traditional fossil fuel segment. The Company retained its position as the second-largest player in the Indian petrochemicals market, leveraging integration synergies with its refineries to drive cost efficiencies and supply chain resilience. During the year, petrochemical sales, including exports, rose to an all-time high of 3.24 MMT, exhibiting the Company's best-ever performance in this segment.

In 2024-25, the Company expanded its product portfolio with two new niche polymer grades i.e., PP Homopolymer for thin-wall packaging and PP Impact copolymer for automotive and luggage applications. The HDPE grade for large blow molding application was reintroduced with improved grade characteristics, aiding import substitution. The Company secured 16 OEM approvals from major firms including Crompton, P&G and Panasonic. A 90 KTA Normal Butyl Alcohol (NBA) plant was commissioned at Gujarat Refinery, achieving 1,170 MT in sales within three months. Polymer exports to Nepal reached a record of 53 TMT. Additionally, the Company's recycled polymer brand 'CYCLOPLAST' achieved its highest-ever annual sales of 220 MT.

In alignment with its strategic vision to enhance the Petrochemical Intensity Index (PII) to over 15% by 2030, your Company is actively pursuing growth opportunities across diverse segments of the petrochemical value chain. These include bulk and specialty chemicals, industrial and intermediate chemicals, biopolymers and post-consumer plastic recycling. As part of its expansion roadmap, the Company proposes to set up a 300 KTA yarn manufacturing facility at Bhadrak, Odisha, through a joint venture with MCPI Pvt. Ltd., which is expected to significantly strengthen its presence in the polyester segment. Further, to diversify product offerings at the Paradip Polypropylene Plant, the Company has planned to install additional units to enable the production of impact and random co-polymer grades of polypropylene.



PROPEL Polymers - Built on Quality, Tailored for Performance

Natural Gas Business

The year 2024-25 marked a record-breaking year for natural gas business, with exceptional performance across sourcing, sales, infrastructure and strategic partnerships. The natural gas sales soared to 9.45 MMTPA (including internal consumption), a 20% increase from the previous year's 7.85 MMTPA. The rise in sales was underpinned by robust sales growth, tie-up of long-term contracts and 69% growth in Spot Sales. Small Scale LNG (SSLNG) sales also hit a new high at 186 TMT, a 23% increase over previous year. Consequently, the Company's market share during the year rose to 14.2% from 13%.

As a key partner of the Indian Gas Exchange (IGX), your Company tripled its traded volumes to 296 MMSCM (0.2 MMT) of natural gas in 2024-25. During the year, a first of its kind MoU was signed with ONGC to explore and monetize the untapped Natural Gas in small stranded/marginal fields by setting up Small Scale Liquefaction plants and its supply to customers by LNG road tankers. Further, the first international agreement was signed with Yogya Holdings Pvt Ltd., Nepal for export of LNG to Nepal.

During the year, your Company inked a 10-year deal with TotalEnergies Gas & Power Ltd. to source upto 0.8 MMTPA LNG and a 14-year deal with Abu Dhabi Gas Liquefaction Company Limited securing 1.2 MMTPA LNG, both starting in 2026. Further, a Sale Purchase Agreement (SPA) has been signed with Abu Dhabi National Oil Company PJSC in July 2025 for supply of 1 MMTPA LNG over 15 years from the upcoming Ruwais LNG Terminal.

Your Company has been nominated by the Ministry of Petroleum & Natural Gas as the designated working agency to develop LNG infrastructure in Great Nicobar Island and in South Andaman.

City Gas Distribution (CGD)

Your Company along with its 2 JVCs (IndianOil Adani Gas Pvt. Ltd. & Green Gas Ltd.) is now present in 49 GAs covering 115 districts spread across 21 States and UTs, making it one of the largest CGD players in the country. On standalone basis, the Company has authorisations for 26 GAs, covering 78 Districts, in 11 states and UTs. All 26 GAs awarded to the Company are operational. Total sales increased to 112 TMT during 2024-25, nearly doubling up from previous year level.

Exploration & Production (E&P) Business

Your Company maintains a well-balanced portfolio of upstream assets across domestic and international locations. The portfolio comprises 25 oil and gas assets, 14 active domestic and 11 overseas. Of the total portfolio, 9 assets (7 overseas and 2 domestic) are currently producing, while 6 are under development, 3 have discoveries, 1 is under appraisal and 6 are under exploration.

During 2024-25, the production from E&P assets rose to 4.45 MMToe, up from 4.26 MMToe in the previous year. Domestically, the Company acquired Mercator Petroleum Ltd., securing full control of Block CB-ONN-2005/9 in Gujarat's Cambay Basin. In Jharkhand, CBM gas production began from the 1st block, with sales conducted through IGX. In the 2nd CBM block in Jharkhand,

all statutory approvals have been obtained to begin gas production and sales through cascades. In Assam, recent workover operations led to a substantial production increase resulting in additional Gas of 5 MMSCFD. Internationally, the Company along with its consortium partners signed the Production Concession Agreement with ADNOC for the Ruwais discovery in Abu Dhabi's Onshore Block 1, with production targeted to begin by 2026-27. Further, a hydrocarbon discovery was made in the unconventional Shilaif Formation in the same block through hydrofracking. Following the lifting of Force Majeure in Libya, exploration activities have resumed in assets with existing discoveries. The Company has also earned dividends from its stakes in Lower Zakum (UAE) and Russian assets viz. Taas and Vankor.

Looking forward, the Company aims to boost upstream production, primarily through investment in domestic assets, while also tapping suitable overseas opportunities, especially in producing oil & gas blocks.

Alternative Energy

With an installed renewable energy capacity of 252.1 MW comprising of 167.6 MW of wind and 84.5 MW of solar, your Company achieved renewable power generation of 365.72 GWh during 2024-25, resulting in mitigation of 276.85 TMT of CO₂ equivalent emissions. Further, to support the value chain in mitigating emissions, the Company has set up solar power units at 35,874 ROs, which is 90.5% of the retail outlet network. These units have a total capacity of ~175.7 MW.

A significant part of the operational Net-Zero target is usage of Renewable Energy (RE). The Company has established a dedicated green energy subsidiary, Terra Clean Limited (TCL) to drive the development of its green energy portfolio. In the initial phase, TCL would set up 1 GW RE projects which would be further scaled upto 5.3 GW. Your Company is exploring collaboration with leading solar entities as well as power transmission utilities for establishing strategic partnerships in RE domain.

On the Biofuel front, your Company leads in implementation of the Government of India's Sustainable Alternative Towards Affordable Transportation (SATAT) scheme for setting up plants for supply of Compressed Biogas (CBG) to Company's ROs and direct customers. The total count of active Letters of Intent (LoIs) for production and supply of CBG was 714 as on March 31, 2025. During the year, 13 CBG plants under SATAT were commissioned, taking the tally of commissioned CBG plants to 44. Surpassing previous year's performance, the Company registered sales of 8.9 TMT of CBG through nearly 125 ROs and 4 Industrial customers.

During the year, the Company commissioned a 100 TPD cattle dung-to-CBG plant in Gwalior, supporting the 'City Waste to City Transport' model. The Company also commenced supply from its 200 TPD CBG plant in Gorakhpur, with the product being sold at the Company's ROs under the 'IndiGreen' brand. Your Company is also setting up 30 CBG plants through its Joint Venture Companies (JVCs). A JVC namely 'IOC GPS Renewable Pvt.

Ltd.', has been formed with GPS Renewable Pvt. Ltd., while other JVs are at various stages of formation. Out of the 30 committed CBG plants, 4 plants are already commissioned, construction is underway for 9 plants, while activities at the remaining identified sites are at various stages of development.

Your Company is setting up a Used Cooking Oil (UCO) based Sustainable Aviation Fuel (SAF) co-processing facility at its Panipat Refinery, designed to produce 735 KTPA of SAF-blended ATF with a 4% SAF blend which is expected to be operational in 2025-26. Further, the Company is exploring joint development of HEFA and Alcohol-to-Jet (ATJ) based SAF through strategic alliances. Your Company plans to set up India's first commercial-scale ATJ-SAF plant utilizing Ethanol as feedstock by 2027-28. Additionally, your Company is working on a project aimed at producing sugar-based SAF and Green Isoprene. To further support SAF development, your Company has partnered with IATA to establish SAF Registry for accurate emission reduction tracking.

Your Company is committed to transforming India's energy landscape with sustainable and scalable green solutions.

Sustainable Development

In alignment with the United Nations Sustainable Development Goals (SDGs), your Company continues to embed sustainability in its business ethos, systematically integrating environmental, social and economic considerations into its business strategies and operational decision-making processes. This approach aims to generate long-term value for stakeholders while minimizing negative impact on the environment and society.

Your Company is continuously striving to reduce its water footprint by undertaking water management initiatives that includes use of treated wastewater, rainwater harvesting, etc. contributing to significant water reuse and conservation. Further, as part of Company's steadfast commitment to encouraging sustainability, Mathura & Gujarat Refineries are reutilizing treated wastewater from Sewage Treatment Plant (STP) at Laxmi Nagar & Rajiv Nagar respectively resulting in reduction of freshwater withdrawal from Rivers and Canals. Similar initiatives are being implemented in Haldia Refinery as well. Around 89% of wastewater produced is recycled and reused within the refinery operations.

Your Company regards ecological and environmental protection as the focal point of its conservation programs. To give back to nature, large-scale tree plantation activities are carried out at all installations. As part of our efforts to contribute to a greener planet, your Company has planted more than seven Lakh trees during 2024-25. Your Company has invested approx. ₹56 Crore in tree plantation projects across 21 sites in four states under Green Credit Program (GCP). After the successful implementation of Mangrove 1.0 plantation initiative under which 20 Lakh trees were planted, the Company has committed to plant 30 Lakh trees along the coast of West Bengal under Mangroves 2.0 initiative. Your Company's refineries house eco-parks that serve as conservation zones for flora, fauna and migratory birds.



Prime Minister Narendra Modi showing the Hydrogen Bus to European Commission President Ursula Von Der Leyen

As part of the Company's commitment to sustainability and operational excellence, the Company has achieved GreenCo and Green building certification for over 370 of its locations. In addition, pipelines corresponding to over 5000 Km in length have also been certified under GreenCo certification. Further, the Company has yet again retained top rank among Indian Oil & Gas companies in the Dow Jones Sustainability Indices (DJSI) 2024.

The Company has been publishing the Business Responsibility and Sustainability Reporting (BRSR) which aims to increase transparency and accountability regarding ESG performance. Further, the Company has been publishing its annual Sustainability Report since 2006-07 in alignment with key global and national frameworks.

Net-Zero initiatives

Your Company has set a bold target to achieve Net-Zero operational emissions by 2046, with an estimated expenditure of ₹2.5 Lakh Crore. As an environmentally conscious organization, your Company systematically measures, manages and reports its emissions. The Company's Scope 1 & 2 emissions for 2024-25 amount to ~22.53 MMTCO₂e. The Company is pursuing a multifaceted strategy to reduce its carbon footprint, focusing on key areas such as green hydrogen, CBG, renewable energy, energy efficiency, tree plantation, carbon capture utilisation & storage etc.

Aligned with Net-Zero commitment, the Company plans to build a green energy portfolio that includes 31 GW of renewable energy, 4 MMT of biofuels and 1 MMT of biogas by 2030, with a vision to expand to 200 GW of renewable energy, 7 MMT of biofuels and 9 MMT of biogas by 2050. This proactive approach is vital for driving industry-wide progress towards a low-carbon future and achieving the goal of Net-Zero emissions.

Your Company ensures that its products are safe and sustainable and contribute positively to the environment and society. In alignment with the vision, your Company has been diversifying into greener product offerings, building a portfolio of efficient, low-carbon products through continuous efforts. Company's

product stewardship efforts are characterised by a strong focus on blended fuels, natural gas and high-performance lubricants.

New Business

Your Company made significant strides in regional and global energy diplomacy during the year. Subsequent to signing of a G2G MoU with Nepal government in 2023, the Company signed two landmark B2B Framework Agreements with Nepal Oil Corporation in October 2024. These agreements pave the way for major cross-border energy infrastructure projects, including the extension of the Motihari - Amlekhgunj petroleum pipeline to Chitwan (Nepal) and construction of a new Siliguri - Jhapa (Nepal) pipeline alongwith development of oil storage terminals at Chitwan and Jhapa.

During the year, IndianOil (Mauritius) Ltd., a subsidiary of the Company and Hansraj Hulaschand & Co. Pvt. Ltd. formed a Joint Venture, IOML Hulas Lube Pvt. Ltd., to set up *SERVO* lube blending facilities in Kathmandu, which would be your Company's first manufacturing venture in Nepal. The move would improve cost efficiency of product placement vis-à-vis import based supply, while boosting the brand presence of the Company and regional market strength.

The Company continues to play a key role in facilitating G2G agreements between India and Bangladesh, to strengthen regional energy cooperation. The Company has supplied 635 TMT of Gasoil, Gasoline, Jet A1 and Fuel Oil to Bangladesh Petroleum Corporation (BPC) from January 2023 to June 2025, ensuring international standards of quality along with meeting delivery timelines and quantity requirements. The Company has also secured a contract from BPC to supply 140 TMT of petroleum products during July to December 2025.

On the global front, a tripartite MoU was signed with Mitsubishi Corporation Japan and Mitsubishi Corporation India to explore cooperation in chemicals, sustainable fuels, logistics, bioplastics and more. A dedicated M&A cell was set up to drive inorganic

growth, focusing on renewables, CGD, allied industry, EV sector, vessel acquisition etc.

Explosives Business

Your Company remained a significant player in India's bulk explosives and blast-based services sector in 2024-25, with operations spanning 13 plants and a strong client base including Coal India Limited (CIL) and Steel Authority of India Limited (SAIL). The 13th plant was commissioned at Neyveli Lignite Corporation India Ltd. (NLCIL) in March 2025. The Company achieved sales of 319 TMT at par with previous year, braving environment challenges.

Looking ahead, two new plants, one at Mandamarri (Telangana) under Singareni Collieries Company Limited (SCCL) and another one in the Majri Area of Western Coalfields Limited (WCL) are under development. The Company is also exploring new opportunities with various Mining Developers cum Operators (MDOs) in the coal mining sector.

Projects

Your Company spent ₹40,374 Crore on projects during 2024-25, which includes ₹39,195 Crore on Standalone basis and ₹1,179 Crore as Equity Investment in Joint Ventures (JVs) & Subsidiaries. The Company contributed more than 1/4th to the total CAPEX incurred by PSUs under the Ministry of Petroleum & Natural Gas.

Currently, the Company is executing over 160 projects (each costing more than ₹5 Crore), with a total outlay of more than ₹2.6 Lakh Crore, on a standalone basis as well as through its JVs and subsidiaries. These efforts are aimed at consolidating and enhancing its leadership position in the market.

The Company's investments can be broadly categorised in two major areas, i.e., Strengthening Core & Powering Energy Transition.

- **Strengthening Core Business:** The Company is investing significantly in refining, petrochemicals, pipelines, marketing and upstream sectors to enhance energy security and meet the growing demand for petroleum products in India. Capacity expansion projects are underway in major Refineries such as Panipat, Gujarat and Barauni. Petrochemical Intensity Index (PII) is planned to be increased to 15% by 2030 through PX-PTA plant and major petrochemical complex at Paradip, yarn project at Bhadrak, Polybutadiene rubber project at Panipat among others. Further, over 2,000 Km of pipeline expansion projects are at various stages of implementation that includes greenfield and brownfield cross-country as well as cross-border pipelines of petroleum products and natural gas. Retail outlets and storage terminals are being upgraded, improving customer outreach. LPG infrastructure expansion is enhancing access to clean cooking fuel across India. On the R&D front, upcoming new technology centre at the Faridabad will focus on alternative energy and long-term sustainability.
- **Powering Energy Transition:** The Company is advancing cleaner energy solutions aligned with India's Net-Zero goals. To support vision of increasing the share of natural gas in the energy mix, the Company is expanding its network in its 49 CGD Geographical Areas and upgrading infrastructure for natural gas use in refineries. Strengthening the Biofuel sector, apart from the focus on 20% Ethanol blending, your

Company is targeting establishment of a commercial scale SAF plant and is on course to set up 30 CBG plants across the country. Catalysing the Green Hydrogen movement, your Company is setting up a 10 KTPA Green Hydrogen plant at Panipat. With over 13,600 EV charging stations and forays in battery swapping and manufacturing, the Company is securing leadership in future mobility. The Company aims to build a robust renewable energy portfolio by 2030 through its wholly owned subsidiary, Terra Clean Ltd., spanning solar, wind, hydro, green hydrogen, EV infra and bioenergy.

Through strategic diversification and deep investments in both traditional and green domains, the Company is positioning itself as a future-ready energy major aligned with India's long-term energy and climate ambitions.

Health, Safety & Environment (HS&E)

Given the inherently hazardous nature of the petroleum industry, your Company places highest priority on health, safety and environmental protection. The Company upholds the principle that "safety supersedes business objectives" and remains steadfast in its commitment to being an industry leader in Occupational Health, Safety and Environmental (HS&E) stewardship. Operations across the Company are governed by a robust and structured Safety Management System, ensuring stringent adherence to safety protocols, procedures and applicable environmental regulations. Compliance is diligently monitored at all levels, reinforcing a culture of accountability and continuous improvement. The Board of Directors periodically review Company's HS&E performance and initiatives, reflecting the strategic importance placed on safeguarding people, assets and the environment. During 2024-25, the Company undertook a wide range of HS&E initiatives, including awareness campaigns, policy enhancements, training programmes and capability-building interventions, to strengthen safety practices and promote occupational health throughout the organisation. Upskilling of employees posted at operating locations was ensured through safety training programs conducted during the year. As against the target of 10,000 mandays mandated under Government's MoU parameter for 2024-25, 28,867 mandays of safety training were successfully imparted.

Human Resources

The total number of employees as on March 31, 2025 was 29,941, including 18,740 executives and 11,201 non-executives of which 2,663 were women employees. During the year, the Company recruited 704 executives and 376 non-executives. To further the cause of apprenticeship training in the country, the Company engaged 1849 apprentices under various categories like Trade/Technician/Fresher/skill-certificate holder which constitutes 6.03% of the total workforce. The apprentices were imparted practical inputs with a structured monitoring and assessment methodology.

The Company scrupulously follows the Presidential Directives and Guidelines issued by the Government of India regarding the reservation in services for SC/ST/OBC/PwBD (Persons with Benchmark Disabilities)/Ex-servicemen/Economically Weaker Sections (EWSs) to promote inclusive growth. Rosters are maintained as per the directives and are regularly inspected by the



IndianOil - Driven by People. Defined by Performance.

Liaison Officer(s) of the Company as well as the Liaison Officer of the Government of India to ensure proper compliance. Grievance/ Complaint Registers are also maintained at Division/Region/Unit levels for registering grievances from OBC/SC/ST employees and efforts are made to promptly dispose of the representations/ grievances received. In accordance with the Presidential Directive, the details of representation of SC/ST/OBC in the prescribed format are attached as **Annexure-I** to this Report.

The provisions of 4% reservation for persons with disabilities in line with the Government of India's guidelines/instructions were implemented by the Company. Necessary concessions/ relaxations in accordance with the rules in this regard were extended to physically challenged persons in recruitment. Your Company also complies with the applicable provisions of the Maternity Benefit Act, 1961.

During the year, cordial industrial relations were maintained across the Company. The Company provides comprehensive welfare facilities to its employees to take care of their health, efficiency, economic betterment, etc. and to enable them to give their best at the workplace. The Company supports participative culture in the management of the enterprise and has adopted a consultative approach with collectives, establishing a harmonious relationship for industrial peace, thereby leading to higher productivity.

During the year, the Company continued and improved its talent development program- 'Nav-Urja Nirman: Building a Future in Renewable Energy' and engaged with top institutions in the country to foster in-house expertise among junior/mid-level officers to navigate the complexities of renewable energy sectors. With a focus towards learning, the Company also introduced the training platform – Eklavya, enabling its workforce to learn from the exclusive repository of courses focusing on future-ready skills. The Company also provided diverse internship opportunities to the youth under the Prime Minister Internship Scheme.

During the year, the Company also leveraged technology to ensure future readiness. To optimise operations through technology, a centralised HR Shared Service Centre (HR SSC) has been

established to streamline pan-India HR operations, thus reducing redundancy, enhancing efficiency and ensuring consistent service delivery. The Company introduced an AI-based intervention – Indian Oil Listening Agent (IOLA) to identify strengths and areas of improvement at various levels with a focus on improving overall employee experience.

Particulars of Employees

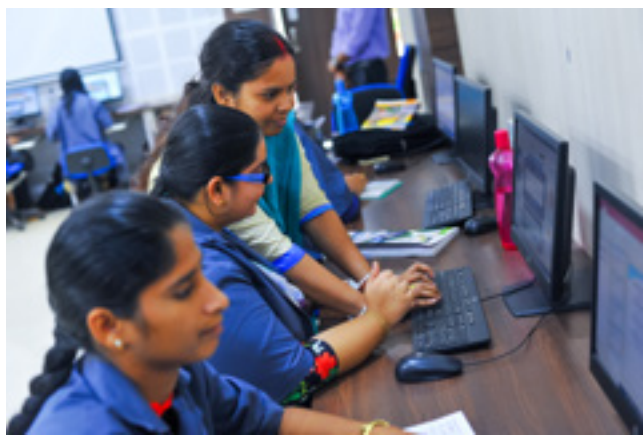
The provisions of Section 134(3)(e) of the Companies Act 2013 are not applicable to a Government Company. Consequently, details on Company's policy on Directors' appointment and other matters as required under Section 178 (3) of the Act, are not provided.

Similarly, Section 197 of the Act is also exempt for a Government Company. Consequently, there is no requirement of disclosure of the ratio of the remuneration of each Director to the median employee's remuneration and such other details, including the statement showing the names and other particulars of every employee of the Company, who if employed throughout/part of the financial year, was in receipt of remuneration in excess of the limits set out in the Rules are not provided in terms of Section 197 (12) of the Act read with Rule 5 (1)/(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Hindi Implementation

The Company complied with the provisions of the Official Language Act, 1963 and Rules of 1976 notified thereunder during the year. Official language implementation in day-to-day functioning at various offices/locations/units is being ensured as per guidelines of Rajbhasha Vibhag. The communications including any application, appeal or representation written or signed in Hindi are replied in Hindi. Official Language Implementation Committees (OLIC) have been formed in all offices/units to monitor the progress & promote new initiatives in official language. The Parliamentary Committee on Official

Language inspected 23 Company's offices/locations/units during the year and commended the Company's efforts in implementation of Official Language across the Company.



Computer Data Application Course for Girls Student at SDI Bhubaneswar

Corporate Social Responsibility

Your Company remains committed to its core philosophy of nurturing communities and safeguarding the environment. CSR is viewed not merely as a statutory obligation, but as an integral part of responsible corporate conduct. It represents the Company's ongoing dedication to conducting business in an ethical manner while fostering inclusive economic growth and enhancing the quality of life, particularly for communities in and around its operational areas. The Company's Corporate Social Responsibility (CSR) thrust areas include 'Safe drinking water and protection of water resources', 'Healthcare and sanitation', 'Education and employment-enhancing vocational skills', 'Rural development', 'Environment sustainability', 'Empowerment of women and socially/economically backward groups', etc. The CSR policy of the Company can be accessed on the Company website: https://www.iocl.com/download/IOC_S&CSR_Policy.pdf.

During the year, as against the CSR budget of ₹539.17 Crore (2% of the average profit of the previous three years ₹574.46 Crore minus excess spent in previous year ₹35.29 Crore), the Company spent a higher sum of ₹583.04 Crore to ensure continuity in the planned CSR activities including many flagship projects resulting in carry over of ₹43.87 Crore for setting off in succeeding years. A report on the Company's CSR activities as per the provisions of the Act, along with CSR highlights for the year is attached as **Annexure-II** to this Report.

Right to Information Act (RTI)

The Company complies with the provisions of The Right to Information Act 2005 and has put in place an elaborate mechanism across the Company to deal with the matters relating thereto. To meet the requirements under the Act and to ensure compliance of its various provisions, your Company has one designated Nodal Officer, 31 First Appellate Authorities (FAAs), 41 Central Public Information Officers (CPIOs) and 41 Assistant Public Information Officers (APIOs) across all Divisions.

The information required under section 4(1)(b) of the RTI Act has been made available on the Company's official website www.iocl.com

and the same is regularly updated as well. Your Company has aligned with the on-line RTI portal of Department of Personnel and Training and, all the applications/appeals received through the portal, are disposed off through electronic mode only.

During the year, 4,347 requests and 604 first appeals were disposed-off within the prescribed timeline. 91 second appeals were disposed-off by the Hon'ble Central Information Commission, New Delhi without imposition of any penalty/disciplinary action against the Company.

Compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company complies with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, with clear objective of providing protection to women against sexual harassment at the workplace and for the prevention and redressal of complaints of sexual harassment. Internal Committees have been set up at every Unit/Region/Head Office level, headed by senior-level women employee to deal with sexual harassment complaints, if any.

5 complaints of sexual harassment were pending as on April 1, 2024. During the year, 4 complaints were received and 6 complaints were disposed-off. As on March 31, 2025, 3 complaints are pending, of which 1 is pending for more than 90 days.

Regular workshops are held especially for women employees to bring awareness about their rights and facilities at workplace and emphasizing the provisions of the Act. Gender sensitization programs for the male employees are also conducted regularly. Newly recruited employees in the Company are made aware of the provisions of the Act and the measures adopted by the Company to prevent such incidents.

Vigilance

The vigilance function operates with an objective to ensure maintenance of the highest level of integrity throughout the Company. The Vigilance department not only acts as a link between the Company and Central Vigilance Commission but also advises the Company in all matters pertaining to vigilance. The Vigilance Department adopts a three-pronged approach i.e. preventive, punitive and participative, with a strong focus on prevention and participation and also help in establishing effective internal control systems and procedures for minimizing systemic failures. During the year, 818 Vigilance Awareness programs were conducted, which were attended by approx. 24,000 stakeholders.

Disciplinary actions under applicable Conduct, Discipline and Appeal Rules 1980 and Certified Standing Orders are taken by the Company for irregularities/lapses. During the year, 2015 Disciplinary matters related to Vigilance cases were disposed off and 44 cases were pending at the end of the year. The cases pertain to irregularities such as indiscipline, dishonesty, negligence in performance of duty or neglect of work etc. The Company continuously and regularly endeavors to ensure fair and transparent transactions through technology interventions and system/process review in consultation with Central Vigilance Commission and internal Vigilance set up.

Public Deposit Scheme

The Public Deposit Scheme of the Company was closed with effect from August 31, 2009. The Company has not invited any deposits from the public during the year and no deposits are outstanding as on March 31, 2025, except ₹55,000, which remains unpaid due to unsettled legal/court cases.

Corporate Governance

Your Company always endeavours to adhere to the highest standards of corporate governance, which are within the control of the Company. A comprehensive Report on Corporate Governance inter-alia highlighting the efforts of the Company in ensuring transparency, integrity and accountability in its functioning has been incorporated as a separate section, forming a part of the Integrated Annual Report. The certificate issued by the Practicing Company Secretary on Compliance with Corporate Governance guidelines is annexed to the Report on Corporate Governance.

Management's Discussion & Analysis Report

The Management's Discussion and Analysis (MDA) Report, as required under Corporate Governance guidelines, has also been provided as a separate section forming part of the Integrated Annual Report.

Business Responsibility & Sustainability Report

The Company has been publishing its Business Responsibility and Sustainability Report (BRSR), which encompass crucial disclosures concerning Environmental, Social and Governance practices and is aligned with the 9 principles of the National Guidelines on Responsible Business Conduct. In line with SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023, the BRSR core KPI's have been reasonably assured by "TUV India Private Limited." The Company also publishes its third party assured Sustainability Report in alignment with the GRI standards. The annual Sustainability Report underscores Company's commitment to transparency, accountability and responsible business practices in tackling environmental and social challenges while striving for a sustainable future. The BRSR is hosted on the website of the Company on the link <https://www.iocl.com/business-responsibility-report>.

Audit Committee

During the year, the Audit Committee comprised of 3 members, all of whom were Independent Directors except for the period November 24, 2024 to March 31, 2025 when the Audit Committee had only 1 Independent Director. The Company could not comply with the requirement of having at least two-third members as Independent Directors during the said period due to non-availability of sufficient number of Independent Directors on the Board. Being a Government Company under the administrative control of the Ministry of Petroleum & Natural Gas (MoP&NG), the power to appoint Directors (including Independent Directors) vests with the Government of India.

The observations/recommendations made by the Audit Committee during the year were put up to the Board and the same were accepted by the Board. Other details of the Audit Committee, such as its composition, terms of reference, meetings held, etc., are provided in the Corporate Governance Report.

Other Board Committees

The details of other Board Committees, their composition and meetings, are also provided in the Corporate Governance Report.

Code of Conduct

The Board of the Company has enunciated a Code of Conduct for the Directors and Senior Management Personnel, which was circulated to all concerned and was also hosted on the Company's website. The Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year 2024-25.

Risk Management

Risk Management plays a vital role in the Company, serving as a fundamental pillar of its strategic decision-making process. The robust risk management framework in the Company not only minimizes potential disruptions and financial losses but also fosters a resilient and agile organisational ecosystem that thrives in the face of uncertainty. With risk management as a core component of the governance structure, the Company demonstrated unwavering commitment to prudent and responsible business practices, driving sustainable growth and long-term value creation. The Enterprise Risk Management framework in the Company encompasses risk identification, assessment and categorisation, analysis, mitigation and monitoring of the strategic, operational, legal and compliance risks which are managed through internally designed ERM portal. The Company believes that effective risk management serves as the compass guiding the organization towards sustainable success, ensuring proactive identification, assessment and mitigation of potential threats while unlocking new possibilities for growth and innovation.

The Company has constituted a Risk Management Committee (RMC), which oversee risk management activities. In addition, Risk Management Compliance Board (RMCB) comprising of Senior Management Personnel and headed by Chief Risk Officer has also been formed which periodically reviews the various risks associated with the Company's business.

The changes in the Risk Register as suggested by RMCB are made after approval of RMC. A report is put up to the Audit Committee and the Board. The details of the Risk Management Committee are provided in the Corporate Governance Report.

Internal Financial Controls

The Company has put in place adequate internal financial controls for ensuring efficient conduct of its business in adherence with laid-down policies; safeguarding of its assets; prevention and

detection of frauds and errors; accuracy and completeness of the accounting records; and timely preparation of reliable financial information, which is commensurate with the operations of the Company.

The Company has a separate Internal Audit department headed by an Executive Director, who reports to the Chairman. The Internal Audit department has a mix of officials from finance and technical functions, who carry out extensive audit throughout the year. The statutory auditors are also required to issue the Independent Auditor's Report on the internal financial controls over financial reporting of the Company under Clause (i) of Sub-Section 3 of Section 143 of the Act. The report issued thereupon has been attached along with the Standalone and Consolidated Financial Statements, respectively.

The Board believes that the systems in place provide a reasonable assurance that the Company's internal financial controls are designed effectively and are operating as intended.

Statutory Auditors

The Office of the Comptroller & Auditor General of India had appointed the Statutory Auditors for the financial year 2024-25. The Auditors have confirmed that they are not disqualified from being appointed as Auditors of the Company. The Auditors' Report does not contain any qualification or adverse remark. In addition, the Company had also engaged them for Limited Review for the financial year 2024-25.

The Auditors' remuneration for the year was fixed at ₹3.12 Crore and ₹1.50 Crore for Statutory Audit and Limited review respectively along with applicable taxes and reasonable out of pocket expenses. In addition, fees were paid to Statutory Auditors for other certification jobs. The total amount paid/payable to the Statutory Auditors for all services rendered to the Company during 2024-25 was ₹5.77 Crore.

Reporting of suspected instances of Fraud by Auditors

In line with the provisions of the Companies Act, 2013 and rules notified thereunder, the details of 2 instances wherein the suspected fraud amount is less than ₹1 Crore are given below:

- 1) Fraudulent medical bill claims amounting to ₹10.47 Lakhs and certification of attendance using controlling officer's credentials by an employee at Barauni Refinery.
- 2) Fraudulent payment amounting to ₹99.23 Lakhs to contractors for engineering work by an employee under Karnataka State Office.

Further, in the following 5 instances wherein the suspected fraud amount is above ₹1 Crore, the Statutory Auditors have reported the instances to the Ministry of Corporate Affairs:

- 1) Fraudulent payments amounting to ₹1.46 Crore to vendors/contractors by circumventing the extant procedures by some employees under Madhya Pradesh State Office.

- 2) Pilferage of POL Products through tank trucks amounting to ₹2.08 Crore by an employee in connivance with some TT crew at a POL Depot under Uttar Pradesh State office - I.
- 3) Non-booking of actual losses and manipulation of dips of storage vessels to hide actual losses amounting to ₹3.98 Crore by some employees at LPG Bottling Plant under Telangana & Andhra Pradesh State office.
- 4) False reporting of filled cylinders stock leading to stock loss amounting to ₹10 Crore by some employees at Malda LPG Bottling Plant under West Bengal State Office.
- 5) Excess booking of purging loss to hide stock loss position, fictitious booking of transit losses and abnormally high market return cylinders alongwith corresponding credit amounting to ₹86 Crore by some employees at LPG Bottling Plant under North East Integrated State office.

The instances were investigated and necessary action against those involved was initiated. In some of the instances where the investigation was completed, appropriate disciplinary action as per the Company's rules has been taken and in the remaining cases, investigation is ongoing.

Comptroller and Auditor General of India (C&AG) Audit

Supplementary Audit of Financial Statements: The Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2025, were submitted to the C&AG for supplementary audit. The C&AG has conducted supplementary audit and issued NIL comment. The NIL comment certificate is attached in this Annual Report after the Financial Statements. This is the 19th consecutive year that your Company has received such NIL comment on its Financial Statement.

C&AG paras from other audits: In addition to the supplementary audit of the financial statements mentioned above, the C&AG conducts audits of various nature including Performance audit, Compliance audit, Thematic audit, Proprietary audit, etc. As on March 31, 2025, there are twenty-one pending audit paras on various subjects including Short realisation from Disposal of a land, Abandoned Exploration & Production (E&P) Project, Maintenance of grade-wise costing of Petrochemicals, Extra cost due to delay in finalisation of tender, Pradhan Mantri Ujjwala Yojna (PMUY) to unentitled persons, Avoidable entry tax, Updation of daily price change at Retail Outlets, Recovery of turnover tax, Expenditure turning infructuous due to non-adherence to pollution clearance requirement, Utilization of spectrum, Procurement from MSME, Infructuous expenditure due to participation in a low hydrocarbon and risky E&P block, Supply logistics of petroleum products and Employee benefits like EPF contribution on leave encashment, Encashment of earned leave and sick leave, Stagnation relief, Performance related pay, Shift allowance, Project allowance, Long service award, Conveyance running and maintenance expenses. The replies to these paras have been submitted and the status reports are also being furnished from time to time.

Cost Audit

The Company maintains cost records as required under the provisions of the Companies Act 2013. The Company had appointed Cost Auditors for conducting the audit of the cost records maintained by the Refineries, Lube Blending Plants and other units for 2024-25. A remuneration of ₹24.50 Lakh and applicable taxes was fixed by the Board for payment to the cost auditors for 2024-25, which was ratified by the members in the last AGM. The cost audit reports were filed by the Central Cost Auditor with the Central Government in the prescribed form within the stipulated time.

Secretarial Audit

The Board had appointed M/s Dholakia & Associates LLP, Practicing Company Secretaries, to conduct the Secretarial Audit for 2024-25. The Secretarial Auditor in its report has stated that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., except as under:

- Composition of the Board of Directors with regard to at least 50% Non-Executive Directors during the period 24.11.2024 to 31.03.2025.
- Composition of the Board of Directors with regard to at least 50% Independent Directors during the period 01.04.2024 to 07.05.2024, 11.05.2024 to 31.08.2024 and from 13.11.2024 to 31.03.2025.
- Having at least one Woman Independent Director during the year.

- Composition of the Audit Committee during the period 24.11.2024 to 31.03.2025.
- Composition of the Nomination & Remuneration Committee during the period 24.11.2024 to 31.03.2025.
- No separate meeting of the Independent Directors during the year.

In this regard, it is clarified that the Company being a Government Company under the administrative control of the MoP&NG, the selection, appointment of Directors, (including Independent Director and Women Director) terms and conditions and remuneration of Functional Directors, vests with the Government of India as per Government guidelines. Further, the Ministry of Corporate Affairs, vide notification dated June 5, 2015, has provided exemption to Government Companies, regarding the provisions related to evaluation of performance of Directors under the Companies Act, 2013, as the evaluation is carried out by the administrative ministry.

The Secretarial Audit report for the year ended March 31, 2025, issued by M/s Dholakia & Associates LLP, Practicing Company Secretaries, is attached as **Annexure-III** to this report.

Public Procurement Policy for Micro and Small Enterprises (MSEs) Order 2012

In line with the Public Procurement Policy of the Government of India, as amended, the Company is required to procure minimum 25% of the total procurement of Goods and Services from MSEs, out of which 4% is earmarked for procurement from MSEs owned by SC/ST entrepreneurs and 3% from MSEs owned by women.

The procurement from MSEs (excluding crude oil, petroleum products & natural gas, API line pipes, proprietary items and single line items of value greater than ₹50 Crore) during the year was as under:

PARAMETERS	2024-25		2023-24	
	TARGETS	ACTUAL	TARGETS	ACTUAL
Total procurement from MSEs (General, SC/ST & Women)	25%	42.19%	25%	42.64%
Procurement from SC/ST MSEs	4%	4.03%	4%	1.78%
	(Sub-target out of 25%)		(Sub-target out of 25%)	
Procurement from Women owned MSEs	3%	3.21%	3%	0.92%
	(Sub-target out of 25%)		(Sub-target out of 25%)	

Several initiatives were undertaken to identify the entrepreneurs for procurement of goods and services from MSEs owned by SC/ST and women enterprises, including 128 vendor development programmes.

The Company makes payments to MSE vendors within timelines prescribed under the Micro, Small and Medium Enterprises (MSME) Development Act 2006 and there are no bills pending or paid beyond the timelines during the year.

Procurement from Government e-Marketplace (GeM)

Your Company has demonstrated commendable agility and foresight in adopting the Government e-Marketplace (GeM) highlighting the Company's strategic commitment to digital transformation in public procurement.

Designated as the Nodal Public Sector Undertaking (PSU) for the Oil & Gas sector, your Company has been entrusted with the critical role of liaising with GeM to facilitate the onboarding

of sector-specific features and functionalities. This coordination ensures that the evolving procurement needs of Oil & Gas PSUs are adequately addressed within the GeM ecosystem.

The scale of engagement with GeM is reflected in the procurement spend, which surged to ₹11,009 Crore in 2024-25 accounting for 40.34% of the total procurement of goods and services during the year. Your Company ranked as the 'Numero Uno PSU' among Oil and Gas entities for GeM procurement, underscoring the Company's rapid and effective digital procurement adoption.



Signing of Audited Accounts in the Presence of Chairman, IndianOil, Mr A S Sahney and Director Finance, Mr Anuj Jain

Subsidiaries, Joint Ventures & Associates

In July 2024, a 50:50 Joint Venture Company named Indofast Swap Energy Pvt. Ltd. with Sun Mobility, Singapore was incorporated to carry on the business of battery as a service (BAAS) for small format electric vehicles in India using equipment such as batteries, charging stations etc.

The Company has 11 Subsidiaries and 30 Joint Venture/ Associate Companies. Brief details of their business are provided in the Integrated Annual Report. As required under the provisions of the Act, a statement on the performance and financial position of each of the subsidiaries, joint venture companies and associates is annexed to the Consolidated Financial Statements. The financial statements of the subsidiaries have also been hosted on the Company website www.iocl.com under the 'Annual Report section.

In accordance with the provisions of SEBI guidelines, your Company has framed a policy for determining material subsidiaries, which can be accessed on the Company's website at https://www.iocl.com/download/Material_Subsiidiary_Policy.pdf.

Related Party Transactions (RPTs)

In line with the provisions of the Companies Act, 2013 & SEBI (LODR) as amended from time to time, a policy on material RPTs has been framed, which can be accessed at https://www.iocl.com/download/Policies/RPT_Policy.pdf.

During the year, the Company had entered into transactions with related parties, which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The Company has obtained the approval of Audit Committee as well as members for such material RPTs as per the provisions of the SEBI (LODR).

The disclosures related to RPTs in accordance with applicable accounting standards are provided at Note-37 of the Standalone Financial Statement.

The details of contracts or arrangements (which were not on arms length basis) with related parties referred to under Section 188 (1) of the Companies Act, 2013 in the prescribed Form AOC-2 are attached at **Annexure-IV** of the report.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Your Company continues to accord top priority to energy conservation across all its operations. The performance of each unit is closely monitored on a continual basis, with a focus on driving improvements through adoption of advanced technologies and alignment with the best international practices. During the year, a range of energy efficiency initiatives were implemented across the Company's refineries, resulting in significant energy savings and corresponding financial benefits.

In accordance with the provisions of the Companies Act, 2013 and rules notified thereunder, the details relating to Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo are annexed as **Annexure - V** to the Report.

Board of Directors & Key Managerial Personnel

The following changes occurred in the Board/Key Managerial Personnel of the Company:

1. Shri S. M. Vaidya ceased to be Chairman w.e.f. September 01, 2024 consequent upon completion of his tenure.
2. Shri Sujoy Choudhury ceased to be Director (Planning & Business Development) w.e.f. September 01, 2024 consequent upon his superannuation.
3. Shri A. S. Sahney was appointed as Chairman w.e.f. November 13, 2024

4. Shri Dilip Gogoi Lalung, Dr (Prof) Ashutosh Pant, Dr Dattatreya Rao Sirpurker, Shri Prasenjit Biswas, Shri Sudipta Kumar Ray and Shri Krishnan Sadagopan, ceased to be Independent Directors w.e.f. November 24, 2024 consequent upon completion of their tenure.
5. Shri Suman Kumar was appointed as Director (Planning & Business Development) w.e.f. February 26, 2025.
6. Shri Prasenjit Biswas, Shri Krishnan Sadagopan and Dr Dattatreya Rao Sirpurker were reappointed as Independent Director on the Board w.e.f. March 28, 2025.
7. Dr (Prof) Ram Naresh Singh ceased to be Independent Director w.e.f. April 8, 2025 consequent upon completion of his tenure.
8. Ms Esha Srivastava, Joint Secretary (International Cooperation), MoP&NG was appointed as a Government Nominee Director w.e.f. June 20, 2025
9. Shri N. Senthil Kumar ceased to be Director (Pipelines) w.e.f. July 01, 2025 consequent upon his superannuation.
10. Shri V. Satish Kumar ceased to be the Director (Marketing) w.e.f. August 1, 2025 consequent upon his superannuation.

Shri Anuj Jain, Director (Finance) and Dr Alok Sharma, Director (Research & Development) are liable to retire by rotation and being eligible are proposed to be reappointed at the forthcoming Annual General Meeting (AGM). Their brief profile is provided in the notice of the AGM.

Independent Directors

The Company has received the Certificate of Independence from the Independent Directors confirming that they meet the criteria prescribed for Independent Directors under the provisions of the Companies Act, 2013 and SEBI (LODR). The Independent Directors have confirmed that they are registered with the database maintained by the Indian Institute of Corporate Affairs (IICA) under the Ministry of Corporate Affairs.

The Company being a Government Company, the power to appoint Directors (including Independent Directors) vests with the Government of India. The Directors are appointed by following a process as per laid down guidelines. In the opinion of the Board, the Independent Directors possess the desired expertise, experience and integrity.

A separate meeting of Independent Directors was not held during the year.

Board Meetings

During the year, 11 meetings of the Board of Directors were held. The details of the meetings attended by each Director are provided in the Corporate Governance Report and, hence, not repeated to avoid duplication.

Board Evaluation

The provisions of Section 134(3)(p) of the Companies Act, 2013, require a listed entity to include a statement indicating the manner of formal evaluation of performance of the Board, its Committees and of individual Directors. However, the said provisions are exempt for Government Companies as the performance evaluation of the Directors is carried out by the administrative ministry, i.e., MoP&NG, as per laid-down evaluation methodology.

Significant and Material Orders Passed by the Regulators or Courts

No significant and material orders were passed by the regulators or courts or tribunals, during the year that impact the going concern status of the Company and its operations in the future.

Vigil Mechanism/Whistle-Blower Policy

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has established a robust Vigil Mechanism and a whistle-blower policy in accordance with provisions of the Act and Listing Regulations. Under the whistle-blower policy, employees are free to report any improper activity resulting in violation of laws, rules, regulations, or code of conduct by any of the employees to the Competent Authority or Chairman of the Audit Committee, as the case may be. Any complaint received is reviewed by the Competent Authority or Chairman of the Audit Committee as the case may be. No employee has been denied access to the Audit Committee. The policy on Vigil Mechanism/Whistle-Blower can be accessed on the Company's website at https://www.iocl.com/InvestorCenter/pdf/Whistle_Blower_policy.pdf.

Details of Loans/Investments/Guarantees

The Company has provided loans/guarantees to its subsidiaries, joint ventures and associates and made investments during the year in compliance with the provisions of the Act and rules notified thereunder. The details of such investments made and loans/guarantees provided as on March 31, 2025 are provided in Note No. 4, 36, 37 and 42 of the Standalone Financial Statement.

Annual Return

As required under the provisions of the Companies Act, 2013, the draft Annual Return for the year 2024-25 is hosted on the Company's website and can be accessed from the link <https://www.iocl.com/annual-return>.

Compliance with Secretarial Standards

The Company complies with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

Credit Rating of Securities

The credit rating assigned by rating agencies for the various debt instruments of the Company is provided in the Corporate Governance Report. As required under SEBI (LODR), the Audit Committee had a meeting with Credit Rating Agencies in March 2025.

Investor Education & Protection Fund (IEPF)

The details of unpaid/unclaimed dividend and shares transferred to the IEPF in compliance with the provisions of the Companies Act, 2013, are provided in the Corporate Governance Report.

Material changes affecting the Company

There have been no material changes and commitments, affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of the business of the Company.

Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year

No applications were made during the financial year and no proceedings are pending against the Company under the Insolvency and Bankruptcy Code 2016.

Details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the banks or financial institutions along with the reasons thereof

There were no instances of one-time settlement during the financial year.

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013 pertaining to the Directors' Responsibility Statement, it is hereby confirmed that:

- (a) in the preparation of the Annual Accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgements

The Board of Directors conveys its profound appreciation for the sincere, dedicated and tireless efforts of the employees of the Company, the contract workforce and channel partners, whose collective endeavours have ensured the uninterrupted supply of petroleum products across the country. The Board also extends its sincere gratitude to the Government of India, particularly the Ministry of Petroleum and Natural Gas (MoP&NG), as well as various State Governments, regulatory and statutory authorities for their continued support and guidance. The Board acknowledges with deep appreciation the invaluable support received from all stakeholders, including bankers, investors, members, customers, consultants, technology licensors, contractors, vendors and others who have contributed to the Company's growth and operations. Further, the Board places on record its highest appreciation for the distinguished service, valuable guidance and significant contributions rendered by Shri S. M. Vaidya, Shri Sujoy Choudhury, Shri Dilip G. Lalung, Dr (Prof) Ashutosh Pant, Shri Sudipta Kumar Ray, Dr (Prof) Ram Naresh Singh, Shri N. Senthil Kumar and Shri V. Satish Kumar during their tenure as Members of the Board.

For and on behalf of the Board

Sd/-

(A S Sahney)

Chairman

DIN: 10652030

Place: New Delhi

Date: August 6, 2025