



# OIL AND NATURAL GAS CORPORATION LIMITED

CIN: L74899DL1993GOI054155

**Reg.Office:** 'Pandit Deendayal Upadhyaya Urja Bhavan', 5, Nelson Mandela Marg, Vasant Kunj, New Delhi - 110 070

**Website:** www.ongcindia.com **email:** secretariat@ongc.co.in **Tel:** 011-26754079/4083

## NOTICE

**Notice** is hereby given that the **24<sup>th</sup> Annual General Meeting of the Members of OIL AND NATURAL GAS CORPORATION LIMITED** will be held on **Wednesday, the 27<sup>th</sup> September, 2017 at 10:00 hrs. at, Manekshaw Auditorium, Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantonment, Delhi-110010** to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017, together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller & Auditor General of India and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017, together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."

2. To declare final dividend on equity shares for the financial year 2016-17 and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, in addition to first Interim dividend of ₹4.50/- per share paid on 8,555,490,120 equity shares of ₹5 each, Second interim dividend of ₹2.25/- per share paid on 12,83,32,35,180 equity shares of ₹5 each, final dividend of ₹0.80/- per share on 12,83,32,35,180 equity share of ₹5 each on the paid-up equity capital of the Company as on 31.03.2017, as recommended by the Board of Directors, be and is here by declared."

3. To appoint a Director in place of Shri D.D. Misra, who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:  
"RESOLVED THAT Shri D.D. Misra (DIN-06926783), who retires by rotation and being eligible, be and is hereby, re-appointed as a Director of the Company."

4. To appoint a Director in place of Shri Shashi Shanker, who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Shashi Shanker (DIN-06447938), who retires by rotation and being eligible, be and is hereby, re-appointed as a Director of the Company."

5. To authorise Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2017-18, in terms of the provisions of section 139(S) read with section 142 of the Companies Act, 2013 and to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to finalise and fix the remuneration of the Joint Statutory Auditors of the Company for the financial year 2017-18."

### SPECIAL BUSINESS:

#### ITEM NO. 6

To consider and pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Shri Deepak Sethi (DIN-07729009), who has been appointed as an Additional Director (Independent Director) under Section 161 of the Companies Act, 2013, with effect from 31<sup>st</sup> January, 2017 and entitled to hold office upto the conclusion of this meeting, be and is hereby appointed as a Director of the Company."

#### ITEM NO. 7

To consider and pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Shri Vivek Mallya (DIN-05311763) who has been appointed as an Additional Director (Independent Director) under Section 161 of the Companies Act, 2013, with effect from 31<sup>st</sup> January, 2017 and entitled to hold office upto the conclusion of this meeting, be and is hereby appointed as a Director of the Company."

#### ITEM NO. 8

To consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Shri Sumit Bose (DIN-03340616) who has been appointed as an Additional Director (Independent Director) under Section 161 of the Companies Act, 2013, with effect from 31<sup>st</sup> January, 2017 and entitled to hold office upto the conclusion of this meeting, be and is hereby appointed as a Director of the Company.”

#### ITEM NO. 9

To consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Dr. Santrupt B. Misra (DIN-00013625) who has been appointed as an Additional Director (Independent Director) under Section 161 of the Companies Act, 2013, with effect from 6<sup>th</sup> February, 2017 and entitled to hold office upto the conclusion of this meeting, be and is hereby appointed as a Director of the Company.”

#### ITEM NO. 10

To consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Shri Rajiv Bansal (DIN- 00245460) who was appointed as an Additional Director under Section 161 of the Companies Act, 2013, with effect from 10<sup>th</sup> August, 2017 and entitled to hold office upto the conclusion of this meeting, be and is hereby appointed as a Director of the Company.”

#### ITEM NO. 11

To consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹4.00 lakhs per Cost Auditor, plus applicable taxes and out of pocket expenses payable to the six Joint Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of all the units of the Company for the financial year ending 31<sup>st</sup> March 2018, be and is hereby ratified.”

#### ITEM NO. 12

To consider and pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the regulations/ directions of Securities Exchange Board of India, approval of the members

be and is hereby accorded for borrowing/ raising funds in INR and/ or foreign currency by issue of debt instruments (including bonds, non-convertible debentures and notes) in domestic and/ or overseas market, secured or unsecured, in one or more tranches through public offer or private placement or otherwise, and as per the structure and within the limits permitted by MCA, RBI and other regulatory authorities from eligible investors/ lenders, not exceeding ₹25,000 Crore (Rupees Twenty Five Thousand Crore only) in aggregate, for acquisition of projects/ equity shares and/ or going concerns, meeting capital expenditure, working capital requirements and general corporate purposes during the period commencing from the date of passing of Special Resolution till completion of twelve months thereof or the date of the next annual general meeting in the financial year 2018-19, whichever is earlier.

RESOLVED FURTHER THAT for the purpose of giving effect to Private Placement/ public offer of Unsecured/Secured Non-Convertible debt instruments including Debentures/Bonds and Notes, the Board of Directors of the Company or any duly constituted Committee of the Board or such other authority as approved by the Board, be and is hereby authorized to determine the terms of the issue, including the class of investors to whom the Debenture/ Bond/ Note, or as the case may be, other debt instruments to be allotted, the number of such instruments to be allotted in each tranche, issue price, tenor, interest/ coupon rate, premium/ discount to the then prevailing market price, amount of issue, discount to issue price to a class of Debenture holders/ Bonds/ Notes, listing, issuing any declaration/undertaking as may be required to be included in the Private Placement/ Public Offer Letter and any other regulatory requirement for the time being in force.

#### ITEM NO. 13

To consider and pass the following resolution as a **Special Resolution**:

RESOLVED THAT consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 to pledge, mortgage and or/ charge by the Board of Directors and/ or Committee of Directors of the Company, by way of creating charge on all the immovable and movable properties of the Company in favour of the Banks, Financial Institutions, any other lenders, agents or debenture trustees to secure the amount borrowed or to be borrowed by the Company from time to time for the due payment of the Principal not exceeding ₹25,000 Crore (Rupees Twenty Five Thousand Crore only) together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings.

By Order of the Board of Directors

New Delhi  
21.08.2017

Sd/-  
M E V Selvam  
Company Secretary

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY FORTY-EIGHT HOURS (48 HRS.) BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM IS ATTACHED.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50(FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

2. Relevant Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto.
3. Brief profile of the Directors seeking appointment/re-appointment as mandated under regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with the Stock Exchanges forms part of the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the **23<sup>rd</sup> September, 2017** to Wednesday, the **27<sup>th</sup> September, 2017** (both days inclusive).
5. The Board has recommended a final Dividend of ₹0.80 per equity share of ₹5/- each. The dividend, if declared by the Members at the said Annual General Meeting, will be paid within a period of 30 days from the date of declaration, to the members whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before Friday, the **22<sup>nd</sup> September, 2017** and to the respective Beneficial Owners as at the close of business hours on Friday, the **22<sup>nd</sup> September, 2017**, as per details thereof to be furnished by the depositories.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM venue.
7. The Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM venue.
8. Share transfer documents and all correspondence relating thereto, must be addressed to the Registrar & Share Transfer Agent (RTA) of the Company i.e. **Alankit Assignments Ltd, Alankit Heights, 1E/13 Jhandewalan Extension, New Delhi-110055** Tel: 91-11-42541234/1960, Fax: 91-11-42541201/23552001, www.alankit.com, rsmaurya@alankit.com.

However, keeping in view the convenience of the Shareholders, documents relating to shares shall also be accepted at the Registered Office of the Company at 'Pandit Deendayal Upadhyay Urja Bhavan', 5, Nelson Mandela Marg, Vasant Kunj New Delhi - 110 070, Phone No: 011-26754079/4083; e-mail: [secretariat@ongc.co.in](mailto:secretariat@ongc.co.in).

9. The Company has designated an exclusive e-mail ID called [secretariat@ongc.co.in](mailto:secretariat@ongc.co.in) for redressal of shareholders'/investors' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at the above e-mail address.
10. Members holding shares in electronic form may please note that the bank account details and 9-digit MICR Code of their Bankers, as noted in the records of their depository, shall be used for the purpose of remittance of dividend through Electronic Clearing Service (ECS), or for printing on dividend warrants, wherever applicable. Members are, therefore, requested to update their bank account particulars, change of address and other details with their respective Depository Participants for shares held in demat mode and to the RTA for shares held in physical form.
11. Reserve Bank of India (RBI) is providing ECS/NECS facility for payment of dividend in select cities. Members holding shares in physical form are advised to submit particulars of their bank account, viz., names and address of the branch of the bank, 9 digit MICR code of the branch, type of account and account number latest by Friday, the **22<sup>nd</sup> September, 2017** to the RTA.
12. Pursuant to Section 124(5) and 125(c) of the Companies Act, 2013, the Company has transferred the unpaid/unclaimed amount of final dividend declared on 23<sup>rd</sup> September, 2009 for the financial year 2008-09 and interim dividend declared on 18<sup>th</sup> December, 2009 for the financial year 2009-10, to the Investor Education and Protection Fund of the Central Government. **The unpaid/unclaimed amount of Final Dividend declared on 23<sup>rd</sup> September, 2010 and Interim Dividend declared on 16<sup>th</sup> December, 2010 will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government by 22<sup>nd</sup> October, 2017 and 18<sup>th</sup> January, 2018 respectively.** Members who have not encashed their dividend warrants pertaining to the said years may approach the Company or RTA for obtaining payment thereof.
13. In order to avoid the incidence of fraudulent encashment of dividend warrants, the Members holding shares in physical form are requested to provide their Bank Account Number, Name and Address of the Bank/Branch to the RTA or the Company to enable them to incorporate the same in the dividend warrant.
14. Members who have not encashed their dividend warrants within its validity period may write to the RTA or the Company for revalidating the warrants or payment in lieu of such warrants in the form of demand draft.
15. The Annual Report 2016-17 is being sent by electronic mode to those members whose email addresses are registered with the Company/Depositories/RTA, unless any member has requested for a physical copy of the same. For members, who have not registered their email addresses, physical copies are being sent by the permitted mode.

16. In compliance with the provisions of section 108 of the Act, the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through e-voting services provided by RTA through National Securities Depositories Ltd, on all resolutions set forth in this Notice. The instruction for e-voting are annexed to the notice. The notice of 24<sup>th</sup> Annual General Meeting along with the proxy Form and attendance slip is being sent by electronic mode to those members whose email addresses are registered with the Company/ Depositories/RTA, unless any member has requested for a physical copy of the same. For members, who have not registered their email addresses, physical copies are being sent by the permitted mode. The facility for voting through ballot paper, will also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot papers. Members who have cast their vote by remote e-voting prior to the AGM, may attend the AGM but shall not be entitled to cast their vote again.
17. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares in individual name are advised to avail of the nomination facility by filing Form No. SH- 13 in their own interest. Blank form can be obtained from RTA on request. Members holding shares in dematerialised form may contact their respective DPs for registration of nomination.
18. Members holding physical shares in multiple folios in identical names are requested to send their share certificates to RTA for consolidation.
19. Pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, the Auditors of a Government Company are appointed or re-appointed by the Comptroller and Auditor General (C&AG) of India and their remuneration is to be fixed by the Company in the Annual General Meeting. The members may authorise the Board to fix up an appropriate remuneration of Auditors for the year 2016-17 after taking into consideration the increase in volume of work and prevailing inflation etc.
20. Members are requested:
  - i. To bring their copies of Annual Report and Attendance Slip duly completed and signed at the meeting.
  - ii. To quote their Folio/DP & Client identification No. in all correspondence.
  - iii. Not to bring brief case, bags, eatables, cell phone etc. as they are prohibited inside the meeting hall for security reasons.
  - iv. To notify immediately any change of their address and bank particulars to the RTA or the Company, in case shares are held in physical form.

AND

In case their shares are held in dematerialised form, information should be passed on directly to their

respective Depository Participants and not to the RTA/ Company, without any delay.

- v. To note that **no gift** will be distributed at the meeting.

21. Shareholders of the Company are requested to register their e-mail ID (if not registered with their Depository Participant) with RTA by sending a written request duly signed by the shareholder or email to **rsmaurya@alankit.com** for sending electronic communication to their registered e-mail. Please ensure that you have indicated your Folio No./DP & client ID No as well as your consent to receive future communications from the Company including Annual Reports etc through email at your registered email address.
22. Route map showing directions to reach to the venue of the meeting is given at the end of this notice.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 6

#### APPOINTMENT OF SHRI DEEPAK SETHI

Shri Deepak Sethi has been appointed as an Additional Director (Independent Director) under Section 161 of the Companies Act, 2013 with effect from 31<sup>st</sup> January, 2017. He is entitled to hold office upto the conclusion of this meeting and shall be eligible for appointment to the office of Director. The Company has received a notice from a member proposing his candidature for the office of Director alongwith requisite deposit. Shri Deepak Sethi, if appointed as an Independent Director, will not be liable to retire by rotation under section 152 of the Companies Act, 2013.

Born on 20.12.1957, Shri Deepak Sethi is a Commerce Graduate and a Fellow member of the Institute of Chartered Accountants of India, having rich experience of 32 years practice in conducting Statutory, Tax and Internal Audits of Companies, Partnership Firms, Proprietary concerns, Schools, Universities, Hospitals, Trusts etc. He has a vast practice of Direct & Indirect Taxation and has appeared before Appellate Tribunals of Service Tax, Sales Tax, Income Tax etc. He also possesses experience of Statutory audit, inspection and revenue audits of Public Sector Banks, loss assessment for insurance Companies, Bank Financing for Manufacturing Trading & Services providers, Financial advisory & consulting work for Corporate and HNIs.

Shri Deepak Sethi does not hold directorship in any other Company and he does not hold any equity share(s) in the capital of the Company.

The Board of Directors considers that in view of the background and experience of Shri Deepak Sethi, it would be in the interest of the Company to appoint him as an Independent Director of the Company. The Board commends the resolution for your approval.

Except Shri Deepak Sethi, none of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution.

## ITEM NO. 7

### APPOINTMENT OF SHRI VIVEK MALLYA

Shri Vivek Mallya has been appointed as an Additional Director (Independent Director) under Section 161 of the Companies Act, 2013 with effect from 31<sup>st</sup> January, 2017. He is entitled to hold office upto the conclusion of this meeting and shall be eligible for appointment to the office of Director. The Company has received a notice from a member proposing his candidature for the office of Director alongwith requisite deposit. Shri Vivek, if appointed as an Independent Director, will not be liable to retire by rotation under section 152 of the Companies Act, 2013.

Born on 13.11.1975, Shri Vivek is a Fellow member of the Institute of Chartered Accountants of India, Certified Public Accountant (USA) and a Master's Degree Holder in Commerce from Mysore University. He has a rich experience of practice as a Chartered Accountant. His practice areas include International Taxation, Income tax, Foreign Exchange Management Act and Banking matters. He also holds the position of Honorary President of a leading NGO in Bangalore.

He regularly appears on popular Kannada News channels on Economic and Financial Matters and is a regular speaker at ICAI. He has also spoken at various International forums on Indian Tax and Economic matters.

Travelled extensively, he also advises clients on cross-border structuring; Acquisition and Overseas direct investment matters and represents his clients before Enforcement Directorate, RBI, Income-tax Appellate and Assessment matters.

Prior to Practising on his own, he was a Partner with PWC, a Big 4 Accounting Firm and AVP Finance with Thomson Reuters. As a part of PWC, he specialized in Aerospace and Defense matters as well. He handled significantly large assignments including dual-listed mergers, cross border acquisitions and restructuring, delisting and Asset Reconstruction.

Shri Vivek does not hold directorship in any other Company and he does not hold any equity share(s) in the capital of the Company.

The Board of Directors considers that in view of the background and experience of Shri Vivek, it would be in the interest of the Company to appoint him as an Independent Director of the Company. The Board commends the resolution for your approval.

Except Shri Vivek none of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution.

## ITEM NO. 8

### APPOINTMENT OF SHRI SUMIT BOSE

Shri Sumit Bose has been appointed as an Additional Director (Independent Director) under Section 161 of the Companies Act, 2013 with effect from 31<sup>st</sup> January, 2017. He is entitled to hold office upto the conclusion of this meeting and shall be eligible for appointment to the office of Director. The Company has received a notice from a member proposing his candidature for the office of Director alongwith requisite deposit. Shri Bose, if appointed as an

Independent Director, will not be liable to retire by rotation under section 152 of the Companies Act, 2013.

Born on 29.03.1954, Shri Bose is presently Vice Chairman, National Institute of Public Finance and Policy (NIPFP). He was the Union Finance Secretary & Revenue Secretary in the Ministry of Finance, Government of India till his retirement in March, 2014. Thereafter, he was a Member of the Expenditure Management Commission.

Educated at the Doon School, Dehradun (class of 1970), St. Stephen's College, Delhi and the London School of Economics, he joined the Indian Administrative Service in 1976.

In the Ministry of Finance, Government of India he was also Secretary, Department of Expenditure from May, 2011 to August, 2012 and Secretary, Department of Disinvestment from February, 2010 to May, 2011. He was Secretary in the Thirteenth Finance Commission, from August 2007 to January 2010. Earlier, between 2004 and 2007, he was the Principal Secretary, Finance in the Government of Madhya Pradesh. As Joint Secretary in the Ministry of Human Resource Development, Government of India, between 1998 and 2003 he undertook the task of launching the Sarva Shiksha Abhiyan. He had also served as Secretary, School Education in Madhya Pradesh between 1994 and 1996.

Shri Bose holds directorship in Coromandel International Limited, HDFC Standard Life Insurance Company Limited, Bombay Stock Exchange Ltd., Tata AIG General Insurance Company Limited, UTI Asset Management Company Limited, Vidhi Center for Legal Policy, Jal Seva Charitable Foundation (Water Aida India) and he does not hold any equity share(s) in the capital of the Company.

The Board of Directors considers that in view of the background and experience of Shri Bose, it would be in the interest of the Company to appoint him as an Independent Director of the Company. The Board commends the resolution for your approval.

Except Shri Bose none of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution.

## ITEM NO. 9

### APPOINTMENT OF DR. SANTRUPT B. MISRA

Dr. Santrupt B. Misra has been appointed as an Additional Director (Independent Director) under Section 161 of the Companies Act, 2013 with effect from 6<sup>th</sup> February, 2017. He is entitled to hold office upto the conclusion of this meeting and shall be eligible for appointment to the office of Director. The Company has received a notice from a member proposing his candidature for the office of Director alongwith requisite deposit. Shri Misra, if appointed as an Independent Director, will not be liable to retire by rotation under section 152 of the Companies Act, 2013.

Born on 15.08.1965, Dr Misra holds Masters in Political Science from Utkal University and Personnel Management from Tata Institute of Social Sciences, he also possesses Doctorates in Public Administration from the Utkal University as well as in Industrial Relations from Aston Business School, United Kingdom.

He has over 30 years of professional experience in global business, research and organizational development. He is a part of the Aditya Birla Group since 1996. Prior to joining the Aditya Birla Group, he had also worked at the J.K Group, the Tata Institute of Social Sciences and Hindustan Lever, India. Dr Misra was conferred with an honorary D.Sc. degree by his alma mater – the Aston University, UK.

Under his leadership as the Director HR, the Aditya Birla Group has developed a strong employer brand and has acquired laurels as the 'Best Employer of India' and a 'Great Place for Leaders to Work'. He holds the following positions in various Companies:

- CEO, Carbon Black Business and Director, Group Human Resources, Aditya Birla Group.
- Director on the Board of Aditya Birla Management Corporation Private Limited, the apex decision making body of the US \$42 billion Aditya Birla Group.
- Director on the Boards of Alexandria Carbon Black Company Limited; Thai Carbon Black Public Company Limited; Indigold Carbon Mauritius Limited and SKI Carbon India Pvt. Ltd.

Dr. Misra is on other professional bodies such as the Association of Executive Search Consultants (AESC) U.S.A. and the SHRM Certification Commission, USA. He was the National President of the National HRD Network and is on the Boards of:-

- National Institute of Technology Rourkela, Bhubaneswar.
- Asian Heart Institute & Research Centre Pvt. Ltd., Mumbai
- Xavier's Institute of Management Bhubaneswar.

Dr Misra also holds directorship in Sarsan Enterprises Pvt. Ltd, Asian Heart Institute & Research Centre Pvt. Ltd. and Indigold Carbon (Netherlands) B.V., Netherlands. He holds 630 shares in the capital of the Company.

The Board of Directors considers that in view of the background and experience of Dr Misra, it would be in the interest of the Company to appoint him as an Independent Director of the Company. The Board commends the resolution for your approval.

Except Dr. Misra none of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution.

## **ITEMNO. 10**

### **APPOINTMENT OF SHRI RAJIV BANSAL**

Shri Rajiv Bansal has been appointed as an Additional Director under Section 161 of the Companies Act, 2013 with effect from 10<sup>th</sup> August, 2017. He shall be a Government Nominee on the Board of the Company. He is entitled to hold office upto the conclusion of this meeting and shall be eligible for appointment to the office of Director. The Company has received a notice from a member proposing his candidature for the office of Director along with requisite deposit. If appointed as a Director, he will be liable to retire by rotation under section 152 of the Companies Act, 2013.

Born on 02.08.1963, Shri Bansal, IAS, is Additional Secretary & Financial Adviser, Ministry of Petroleum and Natural Gas, Government of

India (GoI). He was earlier in Ministry of Electronics and Information Technology where he was looking after Digital Payments, IT Act, Aadhaar, and Internet Governance. During his career spanning about 30 years, he has worked as Secretary, Central Electricity Regulatory Commission, Joint Secretary, Department of Heavy Industries, GoI and Director, Ministry of Civil Aviation, GoI. He served on the Boards of BHEL, NACIL, AYCL, Airline Allied Services Ltd and HMT and presently he is on the Boards of Global Innovation & Technology Alliance and Bharat Yantra Nigam Limited. He has also held important assignments in the State Government.

He is a Civil Engineer by profession having graduated from IIT, Delhi in 1986. He has also obtained a Diploma in Finance from ICFAI, Hyderabad and an Executive Masters in International Business from IIFT, New Delhi.

Shri Bansal does not hold any equity share(s) in the capital of the Company.

The Board of Directors considers that in view of the background and experience of Shri Bansal, it would be in the interest of the Company to appoint him as a Director of the Company. The Board commends the resolution for your approval.

Except Shri Bansal, none of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution.

## **ITEMNO. 11**

### **RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2017-18**

The Board of Directors of the Company on the recommendations of the Audit & Ethics Committee have approved appointment of the following Cost Auditors of the Company for the year 2017-18 at a remuneration of ₹4.00 Lakhs (Rupees Four Lakhs only) per Cost Auditor plus applicable taxes and out-of-pocket expense, as per entitlement:

1. M/s Shome & Banerjee, Kolkata
2. M/s Rohit & Associates, Mumbai
3. M/s Dhananjay V. Joshi & Associates, Pune
4. M/s M. Krishnaswamy & Associates, Chennai
5. M/s Musib & Co., Mumbai
6. M/s Chandra Wadhwa & Co., New Delhi

The Board of Directors commends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution.

## **ITEMNOS. 12 and 13**

### **CONSENT FOR BORROWING OF FUNDS AND CREATION OF CHARGES**

The Company is in the process of executing several big projects such as development of Cluster 2 of the NELP Block KG-DWN-98/2, CBM Development and other development/ redevelopment projects in Western Offshore, acquisition of 51.11% equity shares in Hindustan Petroleum Corporation Limited from Government of India etc. For successful execution of these projects, in addition to fund required to meet on-going

capital expenditure and working capital requirements, the Company may require additional funds that can be met through borrowing/ raising funds in INR and/or foreign currency from domestic and/ or overseas market, not exceeding ₹25,000 Crore (Rupees Twenty Five Thousand Crore only) in aggregate, by issue of debt instruments (including bonds, non-convertible debentures and notes), secured or unsecured, in one or more tranches by way of public offer or private placement or otherwise.

As per Section 42 of Companies Act, 2013 read with rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Shareholders of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for “non-convertible debentures”, it shall be sufficient, if the Company passes a previous Special Resolution only once in a year for all the offers or invitations for such debentures during the following twelve months.

Accordingly, the Company is hereby seeking your approval for borrowing/ raising funds in INR and/ or foreign currency by issue of debt instruments (including bonds, non-convertible debentures and notes) in domestic and/ or overseas market, secured or unsecured, in one or more tranches through

New Delhi  
21.08.2017

public offer or private placement or otherwise, and as per the structure and within the limits permitted by MCA, RBI and other regulatory authorities from eligible investors, not exceeding ₹25,000 Crore (Rupees Twenty Five Thousand Crore only) in aggregate, for acquisition of projects/ equity shares and/or going concerns, meeting capital expenditure, working capital requirements and general corporate purposes as aforesaid.

Pursuant to borrowings proposed to be made, the Company may have to mortgage and/ or create charge on all or any one or more of the moveable/ immovable properties or such other assets of the Company. Hence the Members are requested to pass necessary special resolution pursuant to Section 180 (1) (a) of the Companies Act, 2013 authorising the Board of Directors to create suitable charge on assets of the Company.

The Board commends these resolutions for the approval of the members as Special Resolutions.

None of the Directors, Key Managerial Persons or the relatives of them is concerned or deemed to be interested in these resolutions.

By Order of the Board of Directors

Sd/-

M E V Selvamm  
Company Secretary

### INSTRUCTIONS FOR E-VOTING E-voting Particulars

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
<b>From 09.00 am (IST) on 23<sup>rd</sup> September, 2017</b>	<b>Upto 05.00 pm (IST) on 26<sup>th</sup> September, 2017</b>

The instructions for e-voting are as under:

- a) Details of the process and manner of e-voting along with the User ID and Password are being sent to the members along with the notice:
  - By email to those members whose email ID is registered with the Company/Depository Participants.
  - By post to those members whose email ID is not registered with the Company/Depository Participant.
- b) The instructions and other information relating to e-voting are as under:
  - i. Launch internet browser by typing the URL: <https://evoting.nsdl.com>.
  - ii. Enter the login credentials (i.e. User ID and Password mentioned in the notice). However, if you are already registered with NSDL for e-voting, you can use your existing User ID and password for logging in.
  - iii. After entering these details appropriately, Click on “LOGIN”.
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new password.
  - vi. On successful login, the system will prompt you to select the “EVENT” i.e. Oil and Natural Gas Corporation Limited.

On the voting page, enter the number of shares (which represents the number of votes as on the Cut Off date) under “FOR/AGAINST/ABSTAIN” or alternatively, you may partially enter any number of votes in “FOR” and partially in “AGAINST” such that the total number of votes cast “FOR/AGAINST” taken together should not exceed your total shareholding as on cut off date. In case you do not wish to cast your vote you may choose the option “ABSTAIN” and the shares held will not be counted under either head.

- vii. Voting has to be done for each item of the notice separately. In case you do not cast your vote on any specific item it will be treated as abstained.
- viii. Members holding multiple demat accounts/folios shall choose the voting process separately for each demat account/folio.
- ix. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- x. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xi. Corporate/Institutional members are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID:fcs.ppa@gmail.com with a copy marked to evoting@nsdl.com.

### Relevant Information for e-voting:

- The e-voting period commences on **23.09.2017 (9.00 a.m. IST) and ends on 26.09.2017 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **20.09.2017**, may cast their vote electronically. The e-voting module shall be disabled by Alankit for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company **as on 20.09.2017**.

- **Any person who acquires shares of the Company and becomes a shareholders of the company after dispatch of the Notice of AGM and holds shares as on the cut-off date i.e 20.09.2017 may obtain the login ID and password by sending a request at evoting@nsdl.com.** If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- The facility for voting through ballot paper, will also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot papers.
- Shri P. P. Agarwal of M/s P. P. Agarwal & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Scrutinizer shall immediately after the conclusion of voting at the AGM count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer Report of the Total votes cast in favour of or against, if any, not later than three working days from the conclusion of the AGM to the Chairman of the Company. The Chairman or any other person authorised by the Chairman shall declare the result of the voting forthwith.
- The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website **www.ongcindia.com** and on the website of Alankit i.e **www.alankit.com** immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.



**Brief profile and other Information in Respect of Directors Seeking Re-appointment at the 24<sup>th</sup> AGM,  
pursuant to Regulation 36(3) of the Listing Regulations, 2015**

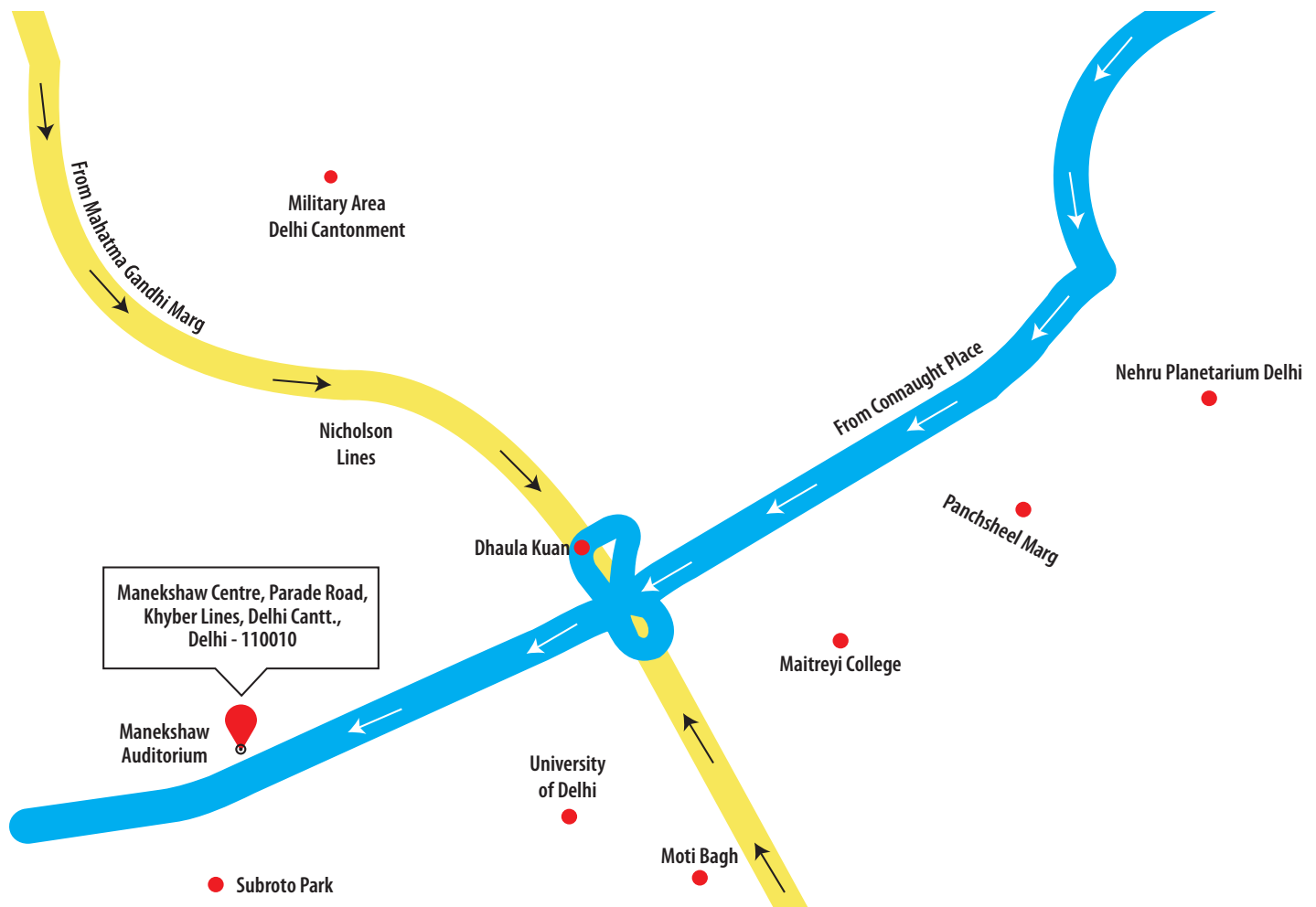
Name	Date of Birth & Age (as on 18/07/2017)	Date of Appointment	Qualifications	No. of Shares held	Experience in Specific Functional Areas	Directorship held in other Public companies	Chairmanship/ Membership of Committees across all Public companies
<b>Shri D.D. Misra</b>	01.07.58 59 years	01.08.2014	Master's Degree in Public Administration (MPA) from University of Lucknow. Leadership Development Programme at IIM, Bangalore followed by overseas programme at Alberta School of Business, Calgary (Canada) and University of Texas (US) in 2013.	2550	He has conceptualized and steered numerous sustainable HR Initiatives to enthuse the morale and motivation of the 33000 plus ONGC workforce. As a unique HR Initiative, under his mentorship he groomed a Team of 11 ONGCians, 6 of whom scaled Mount Everest in May, 2017 after passing through 7 Stage Training cum Evaluation process. As Chair of Asian-Pacific Resource Centre of United Nations Global Compact (UNGC) Network, India, D.D. Misra has steered "Industrial Water Benchmarking Study" for the first time in India. This study would finally lead to development of "Water Index".	Nil	<ul style="list-style-type: none"> <li>i. Stakeholder Relationship Committee-Member</li> <li>ii. CSR&amp;SD Committee-Member</li> <li>iii. Risk Management Committee-Member</li> <li>iv. Human Resource Management Committee-Member</li> <li>v. Health, Safety &amp; Environment Committee-Member</li> <li>vi. Research &amp; Development Committee-Member</li> </ul>
<b>Shri Shashi Shanker</b>	02.03.61 56 years	01.12.2012	Shri Shanker is a Petroleum Engineer from Indian School of Mines (ISM), Dhanbad. He also holds a MBA degree with specialisation in Finance. He has also received executive education from prestigious Indian Institute of Management, Lucknow and Indian School of Business, Hyderabad.	5568	He is an industry veteran with over 30 years of experience in diverse E&P activities. Under his leadership, the Company drilled the deepest deep water well covering a water depth of 3174m, a world record. He also led the team to one of the finest Drilling performance in FY'17 when the Company set a new record of drilling over 500 wells in 2016-17. This is the first time in 23 years that the Company has crossed the 500-well mark.	<ul style="list-style-type: none"> <li>i. ONGC Tripura Power Company Ltd.</li> <li>ii. North-East Transmission Company Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>i. Human Resource Management Committee -Member</li> <li>ii. Health, Safety &amp; Environment Committee-Member</li> <li>iii. Committee on Dispute Resolution -Member</li> <li>iv. Risk Management Committee-Member</li> <li>v. Research &amp; Development Committee-Member</li> <li>vi. Committee on Review of Operation-Member</li> <li>vii. Committee on Subsidiary &amp; Joint Venture -Member</li> <li>viii. North east transmission Company Ltd., Audit Committee-Member</li> </ul>

**Brief profile and other Information in Respect of Directors being appointed at the 24<sup>th</sup> AGM, pursuant to Regulation 36(3) of the Listing Regulations, 2015**

Name	Date of Birth & Age (as on 18/07/2017)	Date of Appointment	Qualifications	No. of Shares held	Experience in Specific Functional Areas	Directorship held in other Public companies	Chairmanship/ Membership of Committees across all Public companies
Shri Deepak Sethi	20.12.57 59 years	31.01.2017	B.Com, Fellow Member of the Institute of Chartered Accountants of India,	Nil	<p>He has a rich experience of 32 years practice in conducting Statutory, Tax and Internal Audits of Companies, Partnership Firms, Proprietary concerns, Schools, Universities, Hospitals, Trusts etc. and is known for his work discipline, expertise, straightforward approach and professional presentations on various legislative, accounting and other developments.</p> <p>He has an extensive practice of Direct &amp; Indirect Taxation and has appeared before Appellate Tribunals of Service Tax, Sales Tax and Income-Tax etc. He also possesses experience of Statutory audit, inspection and revenue audits of Public Sector Banks, loss assessment for insurance Companies, Bank Financing for Manufacturing Trading &amp; Services providers, Financial advisory &amp; consulting work for Corporate and HNIs.</p>	Nil	<ul style="list-style-type: none"> <li>i. Stakeholders Relationship Committee- Chairman</li> <li>ii. Health, Safety &amp; Environment Committee-Chairman</li> <li>iii. Project Appraisal Committee- Member</li> <li>iv. Project Review Committee- Member</li> <li>v. Nomination &amp; Remuneration Committee - Member</li> <li>vi. Committee on Corporate social Responsibility &amp; Sustainable Development- Member</li> <li>vii. Risk Management Committee-Member</li> <li>viii. Research &amp; Development Committee-Member</li> </ul>
Shri Vivek Mallya	13.11.75 42 years	31.01.2017	Fellow Member of the Institute of Chartered Accountants of India, Certified Public Accountant (USA) and Masters Degree holder in Commerce from Mysore University	Nil	<p>He has a rich experience of practice as a Chartered Accountant. His practice areas include International Taxation, Income tax, Foreign Exchange Management Act and Banking matters.</p> <p>He also holds the position of Honorary President of a leading NGO in Bangalore.</p> <p>He regularly appears on popular Kannada News channels on Economic and Financial Matters and is a regular speaker at ICAI. He has also spoken at various International forums on Indian Tax and Economic matters.</p> <p>Prior to Practising on his own, he was a Partner with PWC, a Big 4 Accounting Firm and AVP Finance with Thomson Reuters. As a part of PWC, he specialized in Aerospace and Defense matters as well. He handled significantly large assignments including dual-listed mergers, cross border acquisitions and restructuring, delisting and Asset Reconstruction.</p>	Nil	<ul style="list-style-type: none"> <li>i. Financial Management Committee – Chairman</li> <li>ii. Committee on Dispute Resolution – Chairman</li> <li>iii. Committee on Corporate social Responsibility &amp; Sustainable Development–Member</li> <li>iv. Project Appraisal Committee- Member</li> <li>v. Nomination &amp; Remuneration Committee – Member</li> <li>vi. Audit &amp; Ethics Committee- Member</li> <li>vii. Stakeholders Relationship Committee- Member</li> <li>viii. Committee on Subsidiary &amp; Joint Ventures–Member</li> </ul>

Shri Sumit Bose	29.03.54 63 years	31.01.2017	M.A. in history, M.S.C. in Social Policy Planning from London School of Economics	Nil	Shri Bose is presently Vice Chairman, National Institute of Public Finance and Policy (NIPFP). He was the Union Finance Secretary & Revenue Secretary in the Ministry of Finance, Government of India till his retirement in March, 2014. Thereafter, he was a Member of the Expenditure Management Commission. In the Ministry of Finance, Government of India, he was also Secretary, Department of Expenditure from May, 2011 to August, 2012 and Secretary, Department of Disinvestment from February, 2010 to May, 2011. He was Secretary in the Thirteenth Finance Commission, from August 2007 to January 2010. Earlier, between 2004 and 2007, he was the Principal Secretary, Finance in the Government of Madhya Pradesh. As Joint Secretary in the Ministry of Human Resource Development, Government of India, between 1998 and 2003, he undertook the task of launching the Sarva Shiksha Abhiyan. He had also served as Secretary, School Education in Madhya Pradesh between 1994 and 1996.	i. Coromandal International Ltd. ii. HDFC Standard Life Insurance Company Ltd. iii. BSE Limited iv. Tata AIG General Insurance Company Ltd. v. UTI Asset Management Co. Ltd. vi. Vidhi Center for Legal Policy vii. Jal Seva Chanderlral Foundation (WaterAida Index)	i. Audit & Ethics Committee- Member ii. Risk Management Committee-Member iii. Financial Management Committee – Member iv. Human Resource Management Committee-Member v. Health, Safety & Environment Committee-Member vi. Committee on Dispute Resolution –Member vii. Committee for review of Operations- Member viii. Committee on Subsidiary & Joint Ventures– Chairman ix. HDFC Standard Life Insurance Co. Ltd. (Audit & Ethics Committee)(Member) x. BSE Ltd. (Audit & Ethics Committee)(Member) xi. Tata AIG General Insurance Co. Ltd. (Audit & Ethics Committee)(Member) xii. UTI Asset Management Co. Ltd. (Stakeholders Relationship Committee)(Member) xiii. Coromandel International Ltd. (Audit Committee)/(Chairman) xiv. BSE Limited.(Audit & Ethics Committee) (Member)
Dr. Sanrput B. Misra	15.08.65 52 Years	06.02.2017	Masters in Political Science from Utkal University, Masters in Personnel Management from Tata Institute of Social Sciences, India, PHD in Public Administration from the Utkal University India, PHD, in Industrial Relations from the Aston Business School, United Kingdom.	630	He has over 30 years of professional experience in global business, research and organizational development. He is a part of the Aditya Birla Group since 1996. Prior to joining the Aditya Birla Group, he had also worked at the J.K Group, the Tata Institute of Social Sciences and Hindustan Lever, India. Dr. Misra was conferred with an honorary D.Sc. degree by his alma mater – the Aston University, UK. Dr. Misra is on other professional bodies such as the Association of Executive Search Consultants (AESC) U.S.A. and the SHRM Certification Commission, USA.	Birla Management Centre Services Ltd.	i. Human Resource Management Committee – Chairman ii. Nomination & Remuneration Committee- Chairman iii. Financial Management Committee – Member iv. Project Appraisal Committee- Member v. Committee on Dispute Resolution –Member vi. Committee on Subsidiary & Joint Ventures– Member
Shri Rajiv Bansal	02.08.1963 54 Years	10.08.2017	He is a Civil Engineer by profession having graduated from IIT, Delhi in 1986. He also has a Diploma in Finance from ICFAI, Hyderabad and an Executive Masters in International Business from IIFT, New Delhi	Nil	Shri Rajiv Bansal, IAS, is Additional Secretary & Financial Adviser, Ministry of Petroleum and Natural Gas, Government of India. He was earlier in Ministry of Electronics and Information Technology where he was looking after Digital Payments, IT Act, Aadhaar, and Internet Governance. During his career spanning almost 30 years, Shri Bansal has worked as Secretary, Central Electricity Regulatory Commission, Joint Secretary, Department of Heavy Industries, Government of India and Director, Ministry of Civil Aviation, Government of India. He has earlier been on the Board BHEL, NACIL, AYCL, Airline Allied Services Ltd and HMT. He has also held important assignments in the State Government.	(i) Global Innovation & Technology Alliance (ii) Bharat Yantra Nigam Limited	Nil

# Route Map of the Venue of 24<sup>th</sup> AGM



## Electronic Clearing Services (ECS) Request Form

The Company extends the ECS facility to shareholders so as to enable them to receive dividend through electronic mode to their bank. This facility will be available in the following centres: Ahmedabad, Bangalore, Bhubaneswar, Chandigarh, Chennai, Delhi, Guwahati, Hyderabad, Jaipur, Kanpur, Kolkata, Mumbai, Nagpur, Patna, Thiruvananthapuram, Agra, Allahabad, Amritsar, Aurangabad, Baroda, Bhopal, Calicut, Cochin, Coimbatore, Dehradun, Erode, Gorakhpur, Gwalior, Hubli, Indore, Jabalpur, Jalandhar, Jammu, Jamshedpur, Jodhpur, Kolhapur, Lucknow, Ludhiana, Madurai, Mangalore, Mysore, Nasik, Panjim, Pune, Raipur, Rajkot, Salem, Shimla, Surat, Trichur, Trichy, Udaipur, Varanasi, Vijayawada, Visakhapatnam. Those who wish to avail the facility may fill up the ECS form given below and send the same to the Share Transfer Agent of the Company - M/s. Alankit Assignments Ltd in case of shares held in physical form and to their respective Depository Participant in case of shares held in Electronic/Demat form.

## Electronic Clearing Services (ECS) Request form

(Note: If you are already receiving through ECS, please ignore this form)

SHAREHOLDERS IN PHYSICAL FORM	SHAREHOLDERS IN DEMAT FORM
Alankit Assignments Ltd (Alankit), Alankit Heights, 1E/13 Jhandewalan Extension, New Delhi – 110055 Tel: 91-11-4254 1234/1960, Fax: 91-11-42541201/23552001	To be sent to your Depository Participant (DP)

Dear Sir,

### Subject : ECS Mandate/ Bank form for Dividend Payment

I the undersigned, shareholder of **Oil and Natural Gas Corporation Limited (ONGC)**, wish to opt for ECS facility for payment of dividend. The following is a confirmation of my details and I hereby confirm my choice to opt for payment of dividend payable to me by a physical dividend warrant/demand draft, on account of any circumstances beyond the control of ONGC, that may affect payment of dividend through ECS.

1) For shares held in physical form

Folio No:

2) For shares held in Electronic form [**Shareholders holding shares in electronic form should forward this form to their respective Depository Participant (DP)**].

DP ID:

Client ID:

3) Name & Address

4) Bank Particulars:

Bank Name

Branch Name & Address

Account No. (as appearing in cheque book)

Account type

9 digit MICR code as appearing on the cheque



**OIL AND NATURAL GAS CORPORATION LIMITED**

CIN: L74899DL1993GOI054155

Reg. office: 'Pandit Deendayal Upadhyay Urja Bhavan', 5, Nelson Mandela Marg, VasantKunj, New Delhi - 110 070

Website: www.ongcindia.com email:secretariat@ongc.co.in Tel: 011-26750999/26129000

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of ... .. shares of the above named company, hereby appoint

1. ... .. of ... .. having e-mail Id ... .. or failing him

2. ... .. of ... .. having e-mail Id ... .. or failing him

3. ... .. of ... .. having e-mail Id ... .. or failing him

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the company, to be held on **Wednesday, 27<sup>th</sup> September, 2017 at 10.00 A.M. at Manekshaw Auditorium, Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantonment, Delhi-110010** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl No.	RESOLUTIONS	Vote (please mention no. of shares)		
		For	Against	Abstain
ORDINARY BUSINESS				
1	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2017, together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller & Auditor General of India, in terms of Section 143 (6) of the Companies Act, 2013 and reply of the management thereto.			
2	To declare final dividend on equity shares for the financial year 2016-17.			
3	To appoint a Director in place of Shri D.D. Misra, who retires by rotation and being eligible, offers himself for re-appointment.			
4	To appoint a Director in place of Shri ShashiShanker, who retires by rotation and being eligible, offers himself for re-appointment.			
5	To authorise Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2017-18, in terms of the provisions of section 139(5) read with section 142 of the Companies Act, 2013.			
SPECIAL BUSINESS				
6	To appoint Shri Deepak Sethi (DIN- 07729009) as Director of the Company.			
7	To appoint VivekMallya (DIN- 05311763) as Director of the Company.			
8	To appoint Shri Sumit Bose (DIN- 03340616) as Director of the Company.			
9	To appoint Dr.Sanrupt B. Misra (DIN- 00013625) as Director of the Company.			
10	To appoint Shri Rajiv Bansal (DIN- 00245460) as Director of the Company.			
11	To ratify the remuneration of the Cost Auditors for the financial year ending 31 <sup>st</sup> March, 2018.			
12	To borrow/raise funds by issue of debt instruments			
13	To create charges to secure the funds borrowed/raised by the Company			

Signed this ... .. day of... .. 2017

Signature of Shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting: ... ..

..... TEAR HERE .....

**Oil and Natural Gas Corporation Limited**

CIN: L74899DL1993GOI054155

Reg. office: Pandit Deendayal Upadhyay Urja Bhavan', 5, Nelson Mandela Marg, VasantKunj, New Delhi - 110 070

Website: www.ongcindia.com email: secretariat@ongc.co.in Tel: 011-26750999/26129000

**Attendance Slip**

Please fill in this attendance slip and hand it over at the entrance of the meeting venue.

D.P ID*	
---------	--

Folio No.	
-----------	--

Client ID*	
------------	--

No. of share(s) held	
----------------------	--

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 24<sup>th</sup> Annual General Meeting of the Oil and Natural Gas Corporation Limited held on **Wednesday, 27<sup>th</sup> September, 2017 at 10.00 A.M. at Manekshaw Auditorium, Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantonment, Delhi-110010**

Members/Proxy's name in Block Letters

Signature of Member/Proxy

\*Applicable for investor holding Share(s) in electronic Form.

Affix Revenue Stamp

