



OIL AND NATURAL GAS CORPORATION LIMITED

COMPANY SECRETARIAT

ONGC/CS/SE/2022-23

30.05.2022

National Stock Exchange of India Ltd.

Listing Department
Exchange Plaza
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

BSE Limited

Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

Symbol-**ONGC**; Series – **EQ**

BSE Security Code No.- **500312**

Sub: Notice of Postal Ballot

Madam/ Sir,

Pursuant to the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed **Notice of Postal Ballot** dated 30.05.2022 has been sent to the members for seeking their approval by means of postal ballot through remote e-voting on the following business item:

Sl. No.	Description of Resolution(s)	Type of Resolution
1.	Appointment of Smt. Pomila Jaspal (DIN: 08436633) as Director (Finance) of the Company	Ordinary

The remote e-voting period shall **commence** on Wednesday, the **01st June, 2022** (11:00 am) and **ends** on Thursday, **30th June, 2022** (5:00 pm).

This is for your information and record please.

Thanking You,

Yours faithfully

For Oil and Natural Gas Corporation Ltd.

RAJNI
Digitally signed
by RAJNI KANT
Date: 2022.05.30
17:54:19 +05'30'

Rajni Kant

Company Secretary & Compliance Officer

Encl: A/a(10 Pgs.)



OIL AND NATURAL GAS CORPORATION LIMITED

Regd. Office: Plot No 5A-5B, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070
CIN: L74899DL1993GOI054155



Phone: 011-26754073,4085, EPABX : 2675 0111, FAX : 011-26129081

Website: www.ongcindia.com, Email: secretariat@ongc.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, (“**Rules**”), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR, 2015**”) and other applicable provisions, that the Resolution as set out in this Notice is proposed for approval by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (‘**remote e-voting**’).

You are requested to record your assent or dissent only by means of e-voting system provided by the Company.

SPECIAL BUSINESS:

ITEM NO. 1

Appointment of Smt. Pomila Jaspal (DIN: 08436633) as Director (Finance) of the Company

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

“RESOLVED THAT pursuant to provisions of Section 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, **Smt. Pomila Jaspal (DIN: 08436633)**, who was appointed as Additional Director by the Board to hold the post of Director (Finance) & Chief Finance Officer (CFO) of the Company with effect from 19.04.2022 in terms of Letter No.CA-31011/13/2019-PNG (32916) dated 18.04.2022 issued by the Ministry of Petroleum & Natural Gas, Govt. of India be and is hereby appointed as Director (Finance) of the Company, liable to retire by rotation, on such terms and conditions, remuneration and tenure as may be determined by the President of India/ Government of India from time to time.”

By Order of the Board
for Oil and Natural Gas Corporation Ltd.

Sd/-

(**Rajni Kant**)

Company Secretary

Place: New Delhi

Date: 30.05.2022



Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (**the Act**) setting out material facts and reasons for the Special Business is annexed hereto and forms part of this Postal Ballot Notice.
2. The MCA has also clarified that, for companies, which are required to provide E-voting facility under the Companies Act, while transacting any business(es) by Postal Ballot, the requirements as provided in Rule 20 issued under Section 108 of the Act as well as framework provided in the MCA Circulars will be applicable mutatis mutandis to them. Further, it has also been mentioned that the Company will send Postal Ballot Notice by e-mail to all its members/ beneficial holders as on Cut-off date i.e. 20.05.2022, who have registered their e-mail addresses with the Company, their Registrar and Share Transfer Agent (RTA) or Depository Participants and the communication of assent/ dissent of the Shareholders will only take place through the E-voting system.
3. In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is only sent at e-mail registered with the RTA/ Depository Participants and physical copy of Postal Ballot Notice will not be sent to the shareholders.
4. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company as on **Friday, the 20th May 2022 ("Cut-off date")** ("**Eligible Members**") and who have already registered their email IDs, for receipt of documents in electronic form, with their Depository Participants or the Company's Registrar and Share Transfer Agent. - Alankit Assignments Limited (RTA). A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
5. The Company has engaged National Security Depository Ltd (NSDL) as e-voting agency for facilitating e-voting to enable the Members to cast their votes electronically.
6. The remote e-Voting period **commences on Wednesday, the 1st June, 2022** (11:00 am) and **ends on Thursday, 30th June, 2022** (5:00 pm). During this period, members of the Company holding shares as on the cut-off date may cast their vote electronically. The e-Voting module shall be disabled thereafter. Once the vote on the resolution is cast by a member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., **Friday, 20th May, 2022**.
7. The Board of Directors has appointed Ms. Ashu Gupta, Prop. of M/s. Ashu Gupta & Co., Practicing Company Secretaries, Delhi (C.P. No. 6646 and FCS 4123), as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
8. Eligible Members can cast their vote electronically through e-Voting and related instructions for the voting electronically by accessing to the NSDL e-Voting system is enclosed hereto.
9. Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA / Depository Participant(s) for sending future communication(s) in electronic form.
10. Notice will be available on the Company's website at <https://www.ongcindia.com>, and at websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com as also of NSDL at www.evoting.nsdl.com. All documents referred to in this Notice will be available for inspection electronically until the last date of e-Voting. Shareholders seeking to inspect such documents can send an email to secretariat@ongc.co.in.



REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and Permanent Account Number from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility, upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>



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

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

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

- iv. Your User ID details are given below :

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

- v. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



- vi. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
- ii. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- (i) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ashuqupta.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- (iii) In case of queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in
- (iv) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



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

Members may send a request to evoting@nsdl.co.in / secretariat@ongc.co.in for procuring user id and password for e-voting:

I. In case **shares are held in physical mode**, please provide:-

- Name of Member and Folio No,
- scanned copy of the share certificate (front and back),
- PAN (self-attested scanned copy of PAN card), and;
- AADHAR (self-attested scanned copy of Aadhar Card).

II. In case **shares are held in demat mode (other than Individual)**, please provide:-

- DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID),
- Name, client master or copy of Consolidated Account statement,
- PAN (self- attested scanned copy of PAN card),
- AADHAR (self-attested scanned copy of Aadhar Card)

III. If you are **an Individual** shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

11. The Results of e-voting shall be declared within stipulated time and the said result along with the Scrutinizer's Report thereon shall be placed on the Company's website <https://www.ongcindia.com> and on the website of NSDL www.evoting.nsdl.com and also be communicated to the stock exchange(s)

By Order of the Board
for Oil and Natural Gas Corporation Ltd.

Sd/-
(Rajni Kant)
Company Secretary

Place: New Delhi
Date: 30.05.2022



EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 1

Smt. Pomila Jaspal (DIN: 08436633) was appointed as an Additional Director [Director (Finance)] & CFO by the Board of Directors of the Company for a period upto 31.01.2024 or until further orders, whichever is earlier, as per letter no. CA-31011/13/2019-PNG (32916) dated 18.04.2022 issued by the Ministry of Petroleum & Natural Gas, Government of India.

Smt. Pomila Jaspal is eligible for appointment as Director in terms of provisions of Section 164 of the Companies Act, 2013.

Pursuant to Section 160 of the Act, the Company has received a notice from Smt. Pomila Jaspal in writing who proposed herself for the directorship.

Regulation 17 (1C) of the SEBI LODR, 2015 provides that the approval of shareholders for appointment of a person on the Board of Directors is taken at the next annual general meeting or within a time period of three months from the date of appointment whichever is earlier.

Brief profile of Smt. Pomila Jaspal is enclosed as **Annexure – A**.

Smt. Pomila Jaspal is interested in this resolution to the extent of her appointment as a Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 1 for the approval of Members.

By Order of the Board
for Oil and Natural Gas Corporation Ltd.

Sd/-
(Rajni Kant)
Company Secretary

Place: New Delhi
Date: 30.05.2022



Disclosure under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings

Name of the Director	Smt. Pomila Jaspal (DIN: 08436633)
Date of Birth and Age	11.01.1964 (58 years)
Date of Appointment (initial)	19.04.2022
Qualifications	Fellow Member and Gold Medalist of the Institute of Cost Accountants of India. She has obtained B.Com. (Hons) degree from MCM DAV College, Chandigarh and M.Com. from Punjab University.
Brief Resume and Expertise in specific functional areas and Experience	<p>She has 36 years' experience across varied segments of oil & gas Industry encompassing operating, regulatory, and policy aspects of upstream and downstream industry. Prior to joining as Director (Finance)-ONGC, Smt. Jaspal was serving as Director (Finance) since October 2019 in Mangalore Refinery and Petrochemicals Ltd (MRPL) - Schedule 'A' CPSE and subsidiary of ONGC. She was the First ever woman Functional Director on the Board of MRPL. She was instrumental in the merger of ONGC Mangalore Petrochemicals Ltd (OMPL) with MRPL, paving the way for synergy and integration benefits for the ONGC Group.</p> <p>Smt. Jaspal Joined ONGC in 1985 as Finance & Accounts Officer and rose to the position of Executive Director-Chief Corporate Finance where she handled varied assignments including Corporate Finance functions such as Direct tax, Indirect tax, Investor relations, Corporate Budget & Project Appraisal etc. During her tenure in ONGC, she handled responsibilities in diversified roles at Corporate Office, Dehradun, Mumbai, Assam and ONGC Videsh. She was the First Lady to become Head Finance of Assam Asset and handled this challenging assignment for 4 years. She also has the rich exposure of working in ONGC Videsh Ltd where she handled finance of various assets like Sakhalin, South Sudan, Kazakhstan, and Colombia etc. and steered smooth buyout of Azerbaijan Asset.</p> <p>Smt. Jaspal also worked at Directorate General of Hydrocarbons (DGH)-regulatory arm of MOP&NG, in its formative years.</p>
Listed entities in which the person also holds the directorship and the membership of Committees of the board.	1 (ONGC)



Chairmanship (C) Membership (M) of Committees across all Public companies*	Stakeholders Relationship Committee - (M)
Number of shares held in the Company (self and as a beneficial owner)	Nil
Terms and Conditions of Appointment	Terms & conditions of appointment shall be decided by the Government of India.
Disclosure of inter-se Relationship with other Directors or KMP of the Company	None of the Board member and/ or Key Managerial Personnel is related to Smt. Jaspal.
Number of meetings of the Board attended since the date of appointment	03 (Three)

*Audit Committee (AC) and Stakeholders Relationship Committee (SRC) details are mentioned as per regulation 26 of Listing Regulations, 2015

