



# OIL AND NATURAL GAS CORPORATION LIMITED

CIN: L74899DL1993GOI054155

Reg. Office: Plot No. 5A-5B, Nelson Mandela Marg,  
Vasant Kunj, New Delhi, South West Delhi - 110070

Website: [www.ongcindia.com](http://www.ongcindia.com)

Email: [secretariat@ongc.co.in](mailto:secretariat@ongc.co.in) Tel: 011-26754073/4085

## NOTICE

**NOTICE** is hereby given that the **26<sup>th</sup> Annual General Meeting** of the Members of OIL AND NATURAL GAS CORPORATION LIMITED will be held on **Friday, the 30<sup>th</sup> August, 2019** at **10:00 hrs.** at Pragyan Auditorium, **All India Council for Technical Education (AICTE), Nelson Mandela Marg, Vasant Kunj, New Delhi-110067** to transact the following business:

### ORDINARY BUSINESS:

1. Consideration of Audited Financial Statements, Board's Report and Auditor's Report thereon and Comments of the Comptroller and Auditor General of India and adoption of 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 31.03.2019, together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller and Auditor General of India, be and are hereby received, considered and adopted."

2. Declaration of final dividend for the financial year 2018-19 by approving the following resolution as an Ordinary Resolution:

"RESOLVED THAT approval of the members be and is hereby accorded for payment of final dividend of ₹0.75 per share (being 15%) of ₹5 each on equity

share capital of the Company amounting to ₹9,435.20 Million for the financial year ended on 31.03.2019 as recommended by the Board in addition to the payment of two interim dividends aggregating ₹6.25 per share (being 125%) as already declared by the Board and paid accordingly."

3. Re-appointment of Shri Subhash Kumar as a Director by adopting the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Subhash Kumar (DIN 07905656), who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company."

4. Re-appointment of Shri Rajesh Shyamsunder Kakkar as a Director by adopting the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Rajesh Shyamsunder Kakkar (DIN 08029135), who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company."

5. Authorisation to the Board of Directors for fixing the remuneration of the Auditors by passing the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, approval of the members be and is hereby accorded for authorising the Board of Directors of the Company to decide and

fix the remuneration payable to Auditors of the Company as may be appointed by the Comptroller and Auditors General of India for the financial year 2019-20.”

## **SPECIAL BUSINESS :**

### **ITEM NO. 6**

Appointment of Shri Navin Chandra Pandey as the Director (Tecnical & Field Services) by adopting following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Navin Chandra Pandey (DIN 08252350), who has been appointed by the Board on 29.10.2018 as an Additional Director and designated as the Director (Technology & Field Services) be and is hereby appointed as the Director of the Company in terms of Section 152(2) of the Companies Act, 2013, liable to retire by rotation and also on such terms and conditions, remuneration and tenure as may be determined by the President of India from time to time.”

### **ITEM NO. 7**

Appointment of Dr. Alka Mittal as the Director (Human Resources) by passing following resolution as an Ordinary Resolution:

“RESOLVED THAT Dr. Alka Mittal (DIN 07272207), who has been appointed by the Board as an Additional Director and designated as the Director (Human Resources) w.e.f. 27.11.2018, be and is hereby appointed as Director of the Company in terms of Section 152(2) of the Companies Act, 2013, liable to retire by rotation and also on such terms and conditions, remuneration and tenure as may be determined by the President of India from time to time.”

### **ITEM NO. 8**

Appointment of Shri Amar Nath as the Government Nominee Director by passing following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Amar Nath (DIN 05130108), who has been appointed by the Board as the Government Nominee Director

of the Company w.e.f. 28.06.2019, be and is hereby appointed as the Director of the Company in terms of Section 152(2) of the Companies Act, 2013, for a period of three years or until further orders of Government of India, whichever is earlier. ”

### **ITEM NO. 9**

Re-appointment of Shri Ajai Malhotra as Independent Director of the Company by adopting following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013, and the applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, approval of members be and is hereby accorded for re-appointment of Shri Ajai Malhotra (DIN: 07361375) as an Independent Director of the Company for a period of 1 year w.e.f. 20.11.2018 or till further orders of the President of India, whichever is earlier.”

### **ITEM NO. 10**

Re-appointment of Prof. Shireesh Balawant Kedare as an Independent Director of the Company by adopting following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013, and the applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, approval of members be and is hereby accorded for re-appointment of Prof. Shireesh Balawant Kedare(DIN: 01565171) as an Independent Director of the Company for a period of 1 year w.e.f. 20.11.2018 or till further orders of the President of India, whichever is earlier.”

### **ITEM NO. 11**

Re-appointment of Shri K M Padmanabhan as an Independent Director of the Company by adopting following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 149,

152 and other applicable provisions, if any of the Companies Act, 2013, and the applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, approval of members be and is hereby accorded for re-appointment of Shri K M Padmanabhan (DIN: 00254109) as an Independent Director of the Company for a period of 1 year w.e.f. 20.11.2018 or till further orders of the President of India, whichever is earlier”

**ITEM NO. 12**

Appointment of Shri Amitava Bhattacharyya as an Independent Director of the Company by passing following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013, and the applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, approval of members be and is hereby accorded for appointment of Shri Amitava Bhattacharyya (DIN:08512212) as an Independent Director of the Company for a period of 3 years w.e.f. 19.07.2019 or till further orders of the President of India, whichever is earlier”

**ITEM NO. 13**

Ratification of remuneration payable to Cost Auditors by adopting the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 read with applicable rules, remuneration of ₹5 lakh per Cost Audit Firm, plus applicable GST plus out of pocket expenses as per applicable entitlement to conduct audit of the cost records of all the units of the Company to six firms of Cost Auditors for the financial year ended 31.03.2020 as appointed by the Board of Directors at meeting held on 20.06.2019, be and is hereby ratified.”

**ITEM NO. 14**

Approval of Related Party Transaction with

ONGC Petro additions Limited (OPaL) by adopting the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act 2013 and in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be is and hereby accorded for approval of material related party transaction(s) entered/ to be entered with ONGC Petro-additions Limited (OPaL) by way of issuing letter of comfort for value not exceeding ₹26,800 Million and interest thereon in respect of debts received/ to be received by OPaL.

By Order of the Board of Directors  
Sd/-  
26.07.2019 M E V Selvamm  
New Delhi 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 enclosed.

Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding 50 (fifty), where a person is appointed by two or more members as their proxy aggregate holding of such members shall not exceed 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 all

Special Business items as set out above, is annexed.

3. Brief profile of the Directors seeking appointment/re-appointment, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is annexed.
4. The Board has recommended Final Dividend of ₹0.75/- per equity share of ₹5/- each. The dividend, if declared by the Members at the 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 on **23.08.2019** (Friday) and to the respective Beneficial Owners as at the close of business hours on **23.08.2019** (Friday) as per details thereof to be furnished by the depositories.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be made available for inspection by the members at the venue of the meeting.
6. The Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the members at the venue of the meeting.
7. Documents referred to in the accompanying Notice and Explanatory Statement thereto (including proxy register), are open for inspection by members, at the Registered Office of the Company during the office hours i.e. between 11:00 a.m. and 1:00 p.m., on all working days, except Saturday(s)/ Sunday(s)/Gazetted Holiday(s) and other Holidays declared by the Company.
8. Members are requested to address all correspondence relating to the shareholding to the Registrar & Share Transfer Agent (**RTA**) of the Company

i.e. **Alankit Assignments Ltd**, Account ONGC, Alankit Heights, 3E/7, Jhandewalan Extension, New Delhi – 110055, Telephone: 91-11-4254 1234/1960, Fax: 91-11-42541201/23552001, Website: www.alankit.com, E-mail: jksingla@alankit.com.

However, keeping in view the convenience of the Members, documents relating to shares including complaints/grievances shall also be accepted at the Registered Office of the Company at Plot No. 5A-5B, Nelson Mandela Marg, Vasant Kunj, New Delhi, South West Delhi - 110070, Phone No: 011-26754073/4085; e-mail: secretariat@ongc.co.in.

9. Members holding shares in physical mode are:
  - (a) required to submit their **Bank Account** details, **e-mail ID** and **Permanent Account Number (PAN)** to the Company/RTA, as mandated by the Securities and Exchange Board of India (SEBI).
  - (b) advised to make nomination in respect of their share holding in the Company in **Form SH13**.
  - (c) requested to send their share certificates to RTA for **consolidation**, in case shares are held under two or more folios.
  - (d) informed that the shares in physical mode will not be accepted for transfer.
10. Members holding shares in electronic mode are:
  - (a) requested to submit their **Bank Account** Details, **email id** and **PAN** to the Depository Participant (**DP**) respective DPs with whom they are maintaining their demat accounts, as mandated by SEBI.
  - (b) advised to contact their respective DPs for availing the nomination facility.
11. Members may note that registration/ updation of their e-mail addresses with RTA, if shares are held in physical mode,

or with their DPs, if shares are held in electronic mode would ensure receipt of receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., without delay or loss in postal transit.

12. This Notice and Annual Report 2018-19 are being sent by electronic mode to those members whose email addresses are registered with the Company/ Depositories/ RTA.
13. Members holding shares in electronic form may please note that the bank account details as noted in the records of their depository, shall be used for the purpose of remittance of dividend through electronic mode for secured and instant payment. Members are, therefore, requested to **update the bank account particulars, change of address and other details** with their respective DP for shares held in demat mode and to the RTA for shares held in physical form.
14. Pursuant to Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid/unclaimed amount of final dividend for the financial year 2010-11 and interim dividend declared for the financial year 2011-12, to the Investor Education and Protection Fund (**IEPF**) of the Government of India. Further, the unpaid amount of 2<sup>nd</sup> interim dividend of financial year 2011-12 has also been transferred to the IEPF on **06.05.2019**.

Unpaid/ Unclaimed dividends of final dividend 2011-12 (declared on 24.09.2012) and 1<sup>st</sup> Interim Dividend 2012-13 (declared on 21.12.2012) would complete 7 year period of remaining unpaid and thereby would become due for transfer to the IEPF on 30.12.2019 and 27.03.2020 respectively. **Members who have not encashed their dividend warrants may approach the Company or RTA for obtaining payment thereof.**

15. **E-Voting:** In compliance with the provisions of Section 108 of the Companies Act 2013, 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 remote e-voting services provided by RTA through **National Securities Depository Ltd.** on all resolutions set forth in this Notice. The instructions for e-voting are annexed herewith.

The facility for e-voting will also be made available at the venue of the meeting and members attending the AGM who have not cast their vote by remote e-voting shall be entitled to exercise their voting right at the AGM through e-voting. 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. Accordingly, the Company adopts paperless voting process.

16. Pursuant to Section 139 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. However, the remuneration of auditors shall be fixed by the Company in the Annual General Meeting. Members may authorise the Board to fix up an appropriate remuneration of Auditors for the year 2019-20 after taking into consideration including change, if any, in statutory requirements, increase in volume of work and change in inflation index.
17. 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 and Client identification Numbers in all correspondence.

- iii) Not to bring brief case, bags, eatables, etc. as these are prohibited items, inside the meeting hall for security reasons.
- iv) Mobile phones shall be kept in switch-off Mode.
- v) To note that **no gift** will be distributed at the meeting.

**18. Webcasting of the AGM:**

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company shall arrange one-way live webcast from 10:00 AM onwards on 30.08.2019 till the conclusion of this AGM. Shareholder may access the same at the “live streaming” link available at the website <https://www.evoting.nsdl.com/> using e-voting credentials.

19. Route map showing directions to reach to the venue of AGM is annexed herewith.

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

**ITEM NOS. 6 & 7**

**Appointment of Whole-time Directors:**

The Board of Directors have appointed Shri Navin Chandra Pandey (DIN 08252350) and Dr. Alka Mittal (DIN 07272207) as whole-time Director(s) on the Board of the Company since last Annual General Meeting held on 28.09.2018 based on the orders received from Ministry of Petroleum and Natural Gas (MoPNG), Government of India. Further, in terms of Section 152(2) of the Companies Act, 2013 every director shall be appointed by the company in general meeting. Hence, necessary agenda items in respect of each of them have been placed at item numbers 6 and 7 of the Notice.

The Company has received notice and proposing their candidature in terms of Section 160 of the Companies Act, 2013 from a member of the Company. The Nomination and Remuneration Committee at the meeting

held on 19.06.2019 recommended their candidature for approval of members at the ensuing Annual General Meeting.

**APPOINTMENT OF SHRI NAVIN CHANDRA PANDEY**

Shri Navin Chandra Pandey has been appointed as the Director (Technology & Field Services) of the Company in terms of letter no.C-31011/6/2017-PNG-CA(16878) dated 29.10.2018 of the Ministry of Petroleum & Natural Gas, Government of India w.e.f. 29.10.2018 by the Board.

Shri Navin Chandra Pandey, if appointed as Director (Technology & Field Services), will be liable to retire by rotation under Section 152 of the Companies Act, 2013. He has been holding directorship on the Boards of other group companies namely ONGC Tripura Power Company Limited and North East Transmission Company Limited from 18.10.2018 and 09.10.2018 respectively.

He holds 600 equity shares of the Company.

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

The Board recommends the Ordinary Resolution as set out at item no.6 for approval of the members.

**APPOINTMENT OF DR. ALKA MITTAL**

Dr. Alka Mittal has been appointed as the Director (Human Resources) of the Company in terms of letter no. C-31011/1/2016-PNG (23) dated 27.11.2018, by the Ministry of Petroleum & Natural Gas, Government of India w.e.f. 27.11.2018 by the Board.

Dr. Alka Mittal, if appointed as Director (Human Resources), will be liable to retire by rotation under Section 152 of the Companies Act, 2013. She has been holding directorship in ONGC Mangalore Petrochemicals Limited, an indirect subsidiary of the Company from 03.09.2016.

She holds 10,428 equity shares of the Company.

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

The Board recommends the Ordinary Resolution as set out at item no.7 for approval of the members.

#### **ITEM NO. 8**

#### **APPOINTMENT OF SHRI AMAR NATH AS THE GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY:**

Shri Amar Nath has been appointed by the Board as Government Nominee Director the Company in terms of letter no. C-31033/1/2016-CA (42979) dated 28.06.2019 by the Ministry of Petroleum & Natural Gas, Government of India w.e.f. 28.06.2019, for a period of three years on co-terminus basis or until further orders, whichever is earlier.

The company has received notice from a member proposing the candidature of Shri Amar Nath as Director of the Company in terms of Section 160 of the Companies Act, 2013.

Shri Amar Nath is also Director of Oil India Limited. He does not hold any share in the capital of the Company.

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

The Board recommends the Ordinary Resolution as set out at item no.8 for approval of the members.

#### **ITEM NO. 9**

#### **RE-APPOINTMENT OF SHRI AJAI MALHOTRA, AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Shri Ajai Malhotra has been re-appointed by the Board as an Independent Director the Company in terms of letter no. C-31033/5/2018-CA/ FTS: 26192 dated 20.11.2018 by the Ministry of Petroleum & Natural Gas, Government of India, for a period of 1 year w.e.f. 20.11.2018 or till further orders, whichever is earlier.

The Company has received notice from a

member proposing candidature of Shri Ajai Malhotra as Director of the Company in terms of Section 160 of the Companies Act, 2013.

Since, the re-appointment of Shri Ajai Malhotra has been made by the Government of India, performance evaluation for re-appointment has not been furnished by the Company as per para 1.2.5 of the Secretarial Standards 2.

Shri Ajai Malhotra is also an Independent Director on the Board of ONGC Videsh Limited, a wholly owned subsidiary of the Company.

He holds 1,650 equity shares in the capital of the Company.

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

The Board recommends the Special Resolution as set out at item no.9 for approval of the members.

#### **ITEM NO. 10**

#### **RE-APPOINTMENT OF PROF SHIREESH BALAWANT KEDARE, AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Prof. Shireesh Balawant Kedare has been re-appointed as an Independent Director the Company in terms of letter no. C-31033/5/2018-CA/ FTS: 26192 dated 20.11.2018 by the Ministry of Petroleum & Natural Gas, Government of India w.e.f. 20.11.2018 by the Board, for a period of 1 year w.e.f. 20.11.2018 or till further orders, whichever is earlier.

The Company has received notice from a member proposing candidature of Prof. Shireesh Balawant Kedare as Director of the Company in terms of Section 160 of the Companies Act, 2013.

Since, the re-appointment of Prof. Kedare has been made by the Government of India, performance evaluation for re-appointment has not been furnished by the Company as per para 1.2.5 of the Secretarial Standards 2. Prof. Kedare, is also Director of Sulok Chetana Pratisthan and SPPU Research Foundation. He does not hold any share in the capital of the Company.

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

The Board recommends the Special Resolution as set out at item no.10 for the approval of the members.

#### **ITEM NO.11**

#### **RE-APPOINTMENT OF SHRI K M PADMANABHAN, AS INDEPENDENT DIRECTOR OF THE COMPANY**

Shri KM Padmanabhan has been re-appointed as independent Director of the Company in terms of letter no. C-31033/5/2018-CA/ FTS: 26192 dated 20.11.2018 by the Ministry of Petroleum & Natural Gas, Government of India by the Board, for a period of 1 year w.e.f. 20.11.2018 or till further orders, whichever is earlier.

The Company has received notice from a member proposing candidature of Shri Padmanabhan as Director of the Company in terms of Section 160 of the Companies Act, 2013.

Since, the re-appointment of Shri Padmanabhan has been made by the Government of India, performance evaluation for re-appointment has not been furnished by the Company as per para 1.2.5 of the Secretarial Standards 2.

Shri Padmanabhan is also Director in Prerana Educational Media Private Limited, he is also a partner in Srinivas & Padmanabhan, Chartered Accountants firm. He does not hold any share in the capital of the Company.

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

The Board recommends the Special Resolution as set out at item no.11 for the approval of members.

#### **ITEM NO. 12**

#### **APPOINTMENT OF SHRI AMITAVA BHATTACHARYYA, AS AN INDEPEN-**

#### **DENT DIRECTOR OF THE COMPANY**

Shri Amitava Bhattacharyya (DIN : 08512212) appointed as an Additional Director (Independent Director) on the Board of the Company, with effect from 19.07.2019 as per terms and conditions of Letter No. C-31033/2/2018-CA/PNG (25758) dated 12.07.2019 received from the Ministry of Petroleum and Natural Gas, Government of India.

Shri Bhattacharyya, if appointed as an Independent Director, will not be liable to retire by rotation as per under Section 149(13) of the Companies Act, 2013. The Company has received notice from a member proposing the candidature of Shri Bhattacharyya as an Independent Director of the Company in terms of Section 160 of the Companies Act, 2013.

He does not hold any share in the capital of the Company.

Since, the appointment of Shri Bhattacharyya has been made by the Government of India, justification for his appointment has not been furnished by the Company as stipulated under Section 150 of the Companies Act, 2013.

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

The Board recommends the Ordinary Resolution as set out at item no.12 for the approval of members.

A brief resume inter-alia providing background and experience of above-mentioned Director(s) proposed for appointment/re-appointment, is annexed herewith.

#### **ITEM NO. 13**

#### **RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2019-20**

The Board of Directors of the Company, at the meeting held on 20.06.2019, appointed the following firms, as Cost Auditors for the Company for the year 2019-20, upon the recommendation of the Audit Committee:



1. M/s Chandra Wadhwa & Co., New Delhi;
2. M/s Bandyopadhyaya, Bhaumik & Co., Kolkata;
3. M/s N.D.Birla & Co., Ahmedabad;
4. M/s M. Krishnaswamy & Associates, Chennai;
5. M/s Musib & Co., Mumbai; and
6. M/s Joshi Apte & Associates, Pune.

Further, the Board has approved the remuneration of ₹5 Lakh (Rupees Five Lakh only) to each of the aforesaid Cost Audit firms (aggregating to ₹30 Lacs) plus applicable taxes and out-of-pocket expenses.

The approved remuneration for Cost Auditors as approved by the Board of Directors is required to be ratified by the members in terms of Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014.

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

The Board of Directors recommends the resolution for approval of the Members.

#### ITEM NO. 14

### APPROVAL OF RELATED PARTY TRANSACTION OF THE COMPANY WITH ONGC PETRO ADDITIONS LIMITED (OPAL)

Your Company holds 49.36% shares in a joint venture company-Opal, which has established a mega petrochemical project in Dahej SEZ for utilizing in-house production of C2-C3 and Naphtha from the nearby unit of the Company. OPAL has raised/ proposes to raise debt upto ₹26,800 million and your Company has issued/ proposes to issue Letter of Comfort for the said debt plus interest thereon.

Pursuant to Section 188 and other applicable provisions of the Companies Act 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company requires ratification/ approval of the members at the general meeting as this

being a related party transaction(s) entered/ to be entered with ONGC Petro-additions Limited (OPAL) by way of issuing letter of comfort for value not exceeding ₹26,800 Million and interest thereon in respect of debts received/ to be received by OPAL.

Further, in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall abstain for voting on this resolution.

Except Shri Shashi Shanker, Shri Subhash Kumar and Shri Rajesh Shyamsunder Kakkar, Directors of the Company, the President of India, Indian Oil Corporation Ltd and GAIL India Ltd, no other person is in any way concerned or interested in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 14 of this Notice as an Ordinary Resolution.

By Order of the Board of Directors

Sd/-

MEV Selvamm  
Company Secretary

New Delhi  
26.07.2019

### INSTRUCTIONS FOR E-VOTING

#### *E-voting Particulars*

<i>EVEN</i> <i>(E-Voting</i> <i>Event Number)</i>	<i>USER ID</i>	<i>PASSWORD/PIN</i>
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The e-voting facility will be available during the following voting period:

<i>Commencement of E-Voting</i> From 09.00a.m.(IST) on 26 <sup>th</sup> August 2019	<i>End of E-Voting</i> Upto 05.00p.m. (IST) on 29 <sup>th</sup> August 2019
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*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at**  
<https://www.evoting.nsdl.com/>

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

**Details on Step 1 is mentioned below:  
How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat or Physical</b>	<b>Your User ID is: (NSDL or CDSL)</b>
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 CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is with 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***

5. Your password details 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, your ‘initial password’ is communicated to you on your postal address.
6. 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](http://www.evoting.nsdl.com).
  - b) “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders :**

1. 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 [ashugupta.cs@gmail.com](mailto:ashugupta.cs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Relevant Information for e-voting:**

- ✓ The e-voting period will commence on **26.08.2019** (9.00 a.m. IST) and end on **29.08.2019** (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **23.08.2019**, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, cannot be changed.
- ✓ The voting rights of Members shall be in proportion to their shares of the paid up

equity share capital of the Company as on **23.08.2019**.

- ✓ **Any person who acquires shares of the Company and becomes a member after 19.07.2019** (i.e., date entitled to receive Notice of AGM) **and continues to remain a member as on cut-off date for e-voting i.e., 23.08.2019 may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto: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 entitled to vote again at the AGM.

- ✓ The facility for voting through e-voting, 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 e-voting at venue.
- ✓ Smt. Ashu Gupta of M/s. Ashu Gupta & Company, 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 48 hours 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](http://www.ongcindia.com)** and on the website of NSDL i.e. **[www.evoting.nsdl.com](http://www.evoting.nsdl.com)** 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.

## NOTICE

ANNEXURE TO THE NOTICE DATED 26.07.2019:

**BRIEF DETAILS OF DIRECTORS RETIRING  
BY ROTATION/SEEKING APPOINTMENT/RE-APPOINTMENT  
AT THE ENSUING ANNUAL GENERAL MEETING:**

**(Pursuant to Regulation 36(3) of Listing Regulations, 2015)**

<i>Name of Director (DIN)</i>	<i>Date of Birth &amp; Age</i>	<i>Date of Appointment</i>	<i>Qualifications</i>	<i>No. of Equity Shares held</i>	<i>Experience in specific Functional Areas</i>	<i>Directorship held in other Public companies</i>	<i>Chairmanship (C) Membership(M) of Committee across all Public companies*</i>
Shri Subhash Kumar (07905656)	01.01.1962 57 years	31.01.2018	Fellow Member of The Institute of Cost Accountants of India and also Associate Member of The Institute of Company Secretaries of India. Bachelor's and Master's degree in Commerce with Gold Medal.	30	Shri Subhash Kumar joined ONGC in 1985 as Finance & Accounts Officer (F&AO). After initially working in Jammu and Dehradun, he had a long stint at ONGC Videsh, the overseas arm of ONGC. During his tenure with ONGC Videsh, He was associated with key acquisitions and expansion of company's footprint from single asset company in 2001 into a company with global presence. He played a key role in evaluation and acquisition of many Assets abroad by ONGC Videsh.  He also served a brief stint with Petronet LNG Limited as Director (Finance). Currently, he is also spearheading business development and Joint Venture activities of ONGC.	1. ONGC Petro-additions Limited. 2. ONGC Tripura Power Company Limited. 3. Mangalore Refinery and Petrochemicals Limited. 4. Hindustan Petroleum Corporation Limited. 5. Petronet MHB Limited. 6. Mangalore SEZ Limited.	ONGC 1.SRC (M) OPaL, MSEZ, OTPC 1. AC (M)
Shri Rajesh Shyamsunder Kakkar (08029135)	14.04.1961 58 years	19.02.2018	Bachelors in Mechanical Engineering with Honors from Ravi Shankar University, Raipur. Global Managers' program at IIM, Kolkata and Leadership Development Program at IIM, Bangaluru.	4,758	Shri Kakkar has more than three and a half decades of experience in the various aspects of operations and management in both offshore and onshore fields. He played a key role in reversing the production trend at Western Offshore in 2015. He has been pioneer of "field-life-cycle maximization" to enhance production from the ageing fields. Through many brownfield as well as marginal field development, he has ensured incremental production of oil and gas.	1. ONGC Petro-additions Limited. 2. ONGC Mangalore Petrochemicals Limited. 3. Pawan Hans Limited.	ONGC & PHL 1.AC(M)

Shri Navin Chandra Pandey (08252350)	23.03.1960 59 years	29.10.2018	Mechanical Engineering graduate from Motilal Nehru Regional Engineering College, Allahabad (NIT, Allahabad)	600	<p>Shri Pandey joined ONGC in 1982. He has a vast experience of over 36 years in the oil and gas industry. He held various key positions in both offshore and onshore portfolio, handling challenging assignments in oil and gas asset management, operations and services. With his excellent project execution skills, Shri Pandey has a successful track record in project delivery.</p> <p>He has rich experience in offshore deep-waters and shallow waters as well as onshore drilling. In deep water drilling operations he brought about significant performance improvements. He is credited with successful management of ONGC owned floater drilling rigs. He was conferred CMD's 'Manager of the Year' award in 2007.</p>	<p>1. ONGC Tripura power Company Limited</p> <p>2. North East Transmission Company Limited</p>	NIL
Dr. Alka Mittal (07272207)	27.08.1962 56 years	27.11.2018	Post Graduate in Economics, MBA (HRM) and Doctorate in Commerce and Business Studies	10,428	<p>Dr. Alka Mittal has distinguished herself in diverse roles and myriad assignments in the area of HR over a period of more than 33 years, in India's Maharatna Energy Major.</p> <p>She was Chief of Skill Development and steered effective functioning of four regional skill development centres and also implemented Apprenticeship Training scheme across remote work centers of ONGC.</p> <p>Previously, she has worked as Head CSR and contributed towards CSR initiatives undertaken in terms of The companies Act 2013 and CSR Rules 2014</p> <p>She also has worked as In-charge Human Resource &amp; Employee Relations, from 2003 to 2014 in different various centers, including Mumbai, Delhi and Jorhat</p> <p>She has also headed the Corporate Communication function in 2009</p>	ONGC Mangalore Petrochemicals Limited	ONGC 1.SRC(M) OMPL AC (M)

					<p>responsible for branding and corporate image building across various platforms.</p> <p>Dr. Mittal has made rich contributions in various professional forums and bodies. She is an Executive Committee member of NIPM (National Institute of Personnel Management), and was President of Forum for Women in Public Sector (WIPs) Northern Region till recently and heads the Women Development Forum of ONGC.</p>		
Shri Amar Nath (05130108)	30.03.1966 53 years	28.06.2019	Bachelor of Science (Mechanical Engineering) from National Institute of Technology, Kurukshetra, Kurukshetra University and MA (International Development Policy) from Duke University, USA.	Nil	<p>Shri Amar Nath, an IAS Officer – 1994 AGMUT Cadre, is a Joint Secretary (Exploration) Ministry of Petroleum &amp; Natural Gas, Government of India and a Govt. Nominee Director on the Board of the Company.</p> <p>Shri Amar Nath joined the Board on 28.06.2016 for a period of 3 years. Further, the Government of India has made his appointment as Government Nominee Director w.e.f. 28.06.2019 for a period of three years on co-terminus basis or until further order, whichever is earlier.</p>	Oil India Limited	Oil India 1. AC (M)
Shri Ajai Malhotra (07361375)	21.11.1953 65 years	20.11.2018	M.A. in Economics from The Delhi School of Economics, University of Delhi. He joined the Indian Foreign Service (IFS) in 1977 and besides assignments at the Ministry of External Affairs, New Delhi, worked at Indian diplomatic missions in Bucharest, Geneva, Kuwait, Moscow, Nairobi, New York and Washington DC.	1,650	<p>Shri Ajai Malhotra was Minister (Commerce) at the Embassy of India, Washington DC (1999-2003), serving simultaneously from 2002-2003 as Chairman of the International Cotton Advisory Committee. He was Ambassador of India to Romania, concurrently accredited to Albania and Moldova (2003-2005), Ambassador and Deputy Permanent Representative of India to the United Nations, New York (2005-2009), Ambassador of India to Kuwait (2009-2011), and Ambassador of India to the Russian Federation (2011-2013), before retiring from the IFS on November 30, 2013, after nearly 37 years of distinguished service.</p>	ONGC Videsh Limited	NIL

Prof. Shireesh Balwant Kedare (01565171)	22.10.1963 55 years	20.11.2018	B.Tech. in Mechanical Engineering from IIT Bombay in 1985. He also obtained his Ph.D. in 1992 from IIT Bombay in "Reciprocating Wind Machine"	NIL	Prof. Kedare joined Department of Energy Science and Engineering, IIT Bombay as an adjunct faculty and simultaneously Clique Developments Ltd., an engineering Company in Mumbai as its Director (R&D). Based on his studies on different renewable energy systems, he identified a need for developing concentrating solar thermal collectors for industrial process heat applications way back in 1997. He acted as a Principal Investigator (2004 to 2007) under IIT Bombay-Clique R & D project of ARUN 160 (160 sq.m Fresnel Paraboloid Solar Concentrator for industrial process heat) sponsored by MNRE (Ministry of New and Renewable Energy), New Delhi. He has also worked on integration of solar concentrator technology for a variety of industrial processes as well as commercial applications using steam, pressurized water or thermic fluid as media and for steam augmentation in thermal power plants.	1).Sulok Chetana Pratishtan 2).SPPU Research Park Foundation	NIL
K. M. Padmanabhan (00254109)	04.04.1957 62 years	20.11.2018	Chartered Accountant	NIL	Shri Padmanabhan has been a regular Visiting Faculty in the area of Finance and Accounting at Indian Institute of Management (Indore), Indian Institute of Management (Raipur), Institute for Financial Management and Research (IFMR), RBI Staff Training College, Tamil Nadu Judicial Academy, The Institute of Chartered Accountants of India (ICAI). He has been trained in Case Method Teaching at Harvard Business School, Boston, USA and at Harvard Business School Center, Shanghai, China.	Prerana Educational Media Private Limited	ONGC 1. AC (C)
Amitava Bhattacharyya (08512212)	02.12.1953 65 years	19.07.2019	IAS (Retd.), Graduation in Physics from Presidency College, Kolkata	NIL	Shri Amitava Bhattacharyya is appointed as an Independent Director on the Board of ONGC. He was Central Information Commissioner during	N.A.	N.A



			<p>and Post-graduation from University of Delhi. Course in Human Resource and Public Administration from Maxwell School of Citizenship, Syracuse, USA.</p>	<p>2016-18 before he retired from the civil services as the Chairman, Staff Selection Commission, Government of India on 31.12.2015.</p> <p>He served for Government of Gujarat in various capacities both in the field as well as in the Secretariat. Later, he served for about two years in the UPSC as Secretary.</p> <p>During his service, Shri Bhattacharyya was In-charge of Internal Finance Division of Ministry of Labour, Government of India and was acting as Chief Finance Officer &amp; Financial Advisor of Employees Provident Fund (EPF). He was also on the Board of Employees' State Insurance Corporation (ESIC).</p> <p>In early 90's he worked under the then Ministry of Environment &amp; Forest, Government of India and was involved in several important issues of cross country dimensions, including Global Warming, Biodiversity Protection, Ozone Depletion. He was also the Mission Director for Water Conservation and Sanitation from 2006 to 2009.</p> <p>Shri Bhattacharyya is associated with an NGO on a voluntary basis and working in the area of anti-trafficking of women and children in India and other south-east Asian countries.</p>	
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\*Audit Committee (AC) and Stakeholders Relationship Committee (SRC) details are mentioned as per regulation 26 of Listing Regulations, 2015.



# Route Map of the Venue of 26<sup>th</sup> AGM





## NATIOAL AUTOMATED CLEARING HOUSE (NACH) REQUEST FORM

The Company extends the NACH 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, Jamsshedpur, 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 NACH 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.

### Natioal Automated Clearing House (NACH) Request form

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

SHAREHOLDERS IN PHYSICAL FORM	SHAREHOLDERS IN DEMAT FORM
Alankit Assignments Ltd (Alankit), Alankit Heights, 3E/7 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 : NACH Mandate/ Bank form for Dividend Payment

I, the undersigned, shareholder of **Oil and Natural Gas Corporation Limited (ONGC)**, wish to opt for NACH 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 NACH.

1) For shares held in physical form

Folio No:

2) For shares held in Electronic form **[Shareholders holding shares in electronic form should forwa'rd 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 onthe cheque



# OIL AND NATURAL GAS CORPORATION LIMITED

CIN: L74899DL1993GOI054155

Reg. Office: Plot No. 5A-5B, Nelson Mandela Marg, Vasant Kunj, New Delhi, South West Delhi - 110070

Website: www.ongcindia.com Email: secretariat@ongc.co.in Tel: 011-26754073/4085

## PROXY FORM

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

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 26<sup>th</sup> Annual General Meeting of the Company, to be held on **Friday, 30<sup>th</sup> August, 2019 at 10.00 A.M. at Pragyan Auditorium, All India Council for Technical Education (AICTE), Nelson Mandela Marg, Vasant Kunj, New Delhi-110067** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	RESOLUTIONS	Vote		
	ORDINARY BUSINESS	(please mention no. of shares)		
		For	Against	Abstain
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, 2019, together with the Board's Report and the Auditor's Report there on and Comments of the Comptroller & Auditor General of India..			
2.	To declare final dividend on equity shares for the financial year 2018-19			
3.	To appoint a Director in place of Shri Subhash Kumar, who retires by rotation and being eligible, proposes for re- appointment.			
4.	To appoint a Director in place of Shri Rajesh Shyamsunder Kakkar, who retires by rotation and being eligible, proposes for re- appointment.			
5.	To authorise Board of Directors of the Company to fix the remuneration of the Auditors of the Company for the Financial Year 2019-20, in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.			
	<b>SPECIAL BUSINESS</b>			
6.	To appoint Shri Navin Chandra Pandey (DIN 08252350) as Director of the Company.			
7.	To appoint Dr. Alka Mittal (DIN 07272207) as Director of the Company.			
8.	To appoint Shri Amar Nath (DIN 05130108) as Government Nominee Director of the Company.			
9.	To re-appoint Shri Ajai Malhotra (DIN: 07361375) as Director of the Company.			
10.	To re-appoint Prof. Shireesh Balawant Kedare (DIN: 01565171) as Director of the Company.			
11.	To re-appoint Shri K M Padmanabhan (DIN: 00254109) as Director of the Company.			
12.	To appoint Shri Amitava Bhattacharyya (DIN- 08512212) as Director of the Company.			
13.	To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020			
14.	Approval of Related Party Transaction with ONGC Petro additions Limited (OPAL), an Associate Company			

Signed this .....day of ..... 2019

Signature of Shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

**Affix  
Revenue  
Stamp**

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: Plot No. 5A-5B, Nelson Mandela Marg, Vasant Kunj, New Delhi, South West Delhi - 110 070

Website: www.ongcindia.com, email: secretariat@ongc.co.in, Tel: 011-26754073/4085

#### 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) hold

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

I hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the Oil and Natural Gas Corporation Limited held on **Friday, 30<sup>th</sup> August, 2019 at 10.00 A.M. at Pragyan Auditorium, All India Council for Technical Education (AICTE), Nelson Mandela Marg, Vasant Kunj, New Delhi-110067.**

Members/Proxy's name in Block Letters

Signature of Member/Proxy

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