



OIL AND NATURAL GAS CORPORATION LIMITED

SECRETARIAT

Regd. Office : Jeevan Bharti Building, Tower-II, 124, Indira Chowk, New Delhi 110001

CIN No. L74899DL1993GOI054155

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

ONGC/CS/SE/2016

11th August, 2016

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street, Fort MUMBAI- 400 001 BSE Security Code No. 500312	National Stock Exchange of India Ltd. Exchange Plaza Bandra-Kurla Complex Bandra (E) MUMBAI- 400 051 Symbol- ONGC ; Series - EQ
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Sub: Date of the 23rd Annual General Meeting (AGM) of the Company and Closure of Register of Members & Share Transfer Books

Dear Sir(s),

We would like to inform that the 23rd Annual General Meeting of the Company will be held on **Thursday, the 8th September, 2016 at 10.00 hours at Indira Gandhi Indoor Stadium, I.P. Estate, Near Raj Ghat, Grand Trunk Road, New Delhi, Delhi-110002**. Further, pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notice is hereby given that Register of Members and Share Transfer Books of the Company will remain closed from **Friday, the 2nd September, 2016 to Thursday, the 8th September, 2016 (both days inclusive)** for the purpose of the 23rd Annual General Meeting and for reckoning the entitlement of the Shareholders/ Beneficiaries for the payment of Final Dividend @ ₹3.25/- per equity share, for the Financial Year 2015-16.

We would also like to inform that pursuant to the provisions of Section 108 of the Companies Act, 2013, the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Oil and Natural Gas Corporation Limited is offering remote e-voting facility to its members as on the **cut-off date i.e. Thursday, the 1st September, 2016** in respect of the businesses to be transacted at the 23rd Annual General Meeting. The e-voting period commences on **Monday, the 5th September, 2016 at 9.00 A.M and ends on Wednesday, the 7th September, 2016 at 5.00 P.M.** During this period, the members of the Company as on the cut-off date, being Thursday, the 1st September, 2016, may cast their vote by electronic means.

The soft copy of the 23rd Annual Report for the Financial Year 2015-16 and Notice for 23rd AGM are attached.

The physical copies of the Annual Report for the Financial Year 2015-16 is also being sent. We agree to intimate if any changes are there in the Annual Report etc. subsequent to the approval of the shareholders in the aforesaid AGM.

You are requested to kindly take note of the above.

Thanking You,

Yours faithfully

for OIL AND NATURAL GAS CORPORATION LTD.

(V.N. Murthy)

Company Secretary

Copy to:

National Securities Depository Ltd. 4 th Floor, 'A' Wing, Trade World, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 023	Central Depository Services (India) Ltd. Phiroze Jeejeebhoy Towers, 17 th Floor, Dalal Street, Mumbai- 400 001
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OIL AND NATURAL GAS CORPORATION LIMITED

CIN: L74899DL1993GOI054155

Reg. Office: JEEVAN BHARATI BUILDING, TOWER-II, 124 INDIRA CHOWK, NEW DELHI-110001

Website: www.ongcindia.com email: secretariat@ongc.co.in Tel: 011-23301277/1299

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of OIL AND NATURAL GAS CORPORATION LIMITED will be held on Thursday, the 8th September, 2016 at 10:00 hrs. at, Indira Gandhi Indoor Stadium I. P. Estate, Near Rajghat, Grand Trunk Road, New Delhi-110002 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 31st March, 2016, 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 the reply of the Management thereto.
2. To confirm the payment of two interim dividends and declare final dividend on equity shares for the FY 2015-16.
3. To appoint a Director in place of Shri T K Sengupta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorise Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2016-17, in terms of the provisions of section 139(5) 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 decide and fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2016-17, as may be deemed fit by the Board".

SPECIAL BUSINESS:

ITEM No. 5

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri A K Srinivasan (DIN-07168305) who was appointed as an Additional Director and designated as Director (Finance) under

Section 161 of the Companies Act, 2013, effective 23rd September, 2015 and holds office upto the 23rd Annual General meeting and the Company having received a notice in writing, under Section 160 of the Companies Act, 2013, from Shri A K Srinivasan proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation

ITEM No. 6

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Ajai Malhotra (DIN-07361375) who was appointed as an Additional Director (part-time non-official Director) under Section 161 of the Companies Act, 2013, effective 20th November, 2015 and holds office upto the 23rd Annual General meeting and in respect of whom, the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company."

ITEM No. 7

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Prof. S B Kedare (DIN-01565171) who was appointed as an Additional Director (part-time non-official Director) under Section 161 of the Companies Act, 2013, effective 20th November, 2015 and holds office upto the 23rd Annual General meeting and in respect of whom, the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company."

ITEM No. 8

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:



“RESOLVED THAT Shri K M Padmanabhan (DIN-00254109) who was appointed as an Additional Director (part-time non-official Director) under Section 161 of the Companies Act, 2013, effective 20th November, 2015 and holds office upto the 23rd Annual General meeting and in respect of whom, the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company.”

ITEM No. 9

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Shri A P Sawhney (DIN-03359323) who was appointed as an Additional Director (Govt Director) under Section 161 of the Companies Act, 2013, effective 2nd January 2016 and holds office upto the 23rd Annual General meeting and the Company having received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

ITEM No. 10

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Shri Amar Nath (DIN-05130108) who was appointed as an Additional Director (Govt Director) under Section 161 of the Companies Act, 2013, effective 28th June, 2016 and holds office upto the 23rd Annual General meeting and the Company having received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

ITEM No. 11

To consider and if thought fit, to pass, with or without modifications, 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 aggregate remuneration of ₹3.25 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 the various units of the Company for the financial year ending March 31, 2017, be and is hereby ratified.”

Regd. Office:

Jeevan Bharati Building
Tower II, 124 Indira Chowk,
New Delhi - 110 001

Date : 3rd August, 2016

By Order of the Board of Directors



(V N Murthy)
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 NOT LESS THAN 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) MEMBERS 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 **Friday, the 2nd September, 2016 to Thursday, the 8th September, 2016 (both days inclusive).**
5. The Board had recommended a final Dividend of ₹ 3.25 per equity share of ₹5/- each fully paid up, at its meeting held on 26th May, 2016. The dividend, if approved 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 Thursday, the 1st September, 2016 and to the respective Beneficial Owners as at the close of business hours on Thursday, the 1st September, 2016, 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. It may be noted that **M/s. Alankit Assignments Ltd., Alankit Heights, 1E/13 Jhandewalan Extension, New Delhi – 110055** has been appointed as Registrar and Share Transfer Agent of the Company during February, 2016, in place of Karvy Computershare Pvt Ltd. Therefore, share transfer documents and all correspondence relating thereto, must be addressed to **M/s. Alankit Assignments Ltd (Alankit), Alankit Heights, 1E/13 Jhandewalan Extension, New Delhi-110055 Tel: 91-11-4254 1234/1960, Fax: 91-11-4254 1201/23552001, www.alankit.com, rsmaurya@alankit.com.** Alankit is also the depository interface of the Company with both NSDL and CDSL.
However, keeping in view the convenience of the Shareholders, documents relating to shares will continue to be accepted at the Registered Office of the Company at 8th Floor, Jeevan Bharati Building, Tower-II, 124, Indira Chowk, New Delhi - 110001, Phone No.011-23301277/23301299; e-mail: secretariat@ongc.co.in.
9. The Company has designated an exclusive e-mail ID called **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 Registrar and Share Transfer Agent for shares held in physical form.
11. Reserve Bank of India (RBI) is providing ECS 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 1st September, 2016 to M/s Alankit Assignments Ltd.
12. Pursuant to Section 124(5) and 125(2)(c) of the Companies Act, 2013, the Company has transferred the unpaid/unclaimed amount of final dividend declared on 19th September, 2008 for the financial year 2007-08 and interim dividend declared on 19th December, 2008 for the financial year 2008-09, to the Investor Education and Protection Fund of the Central Government. **The unpaid/unclaimed amount of Final Dividend declared on 23rd September 2009 and Interim Dividend declared on 18th December 2009 will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government by 22nd October, 2016 and 17th January, 2017**



respectively. Members who have not encashed their dividend warrants pertaining to the said years may approach the Company or its Registrar & Share Transfer Agent 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 Company or RTA 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 Company at its Registered Office or M/s Alankit, Registrar & Share Transfer Agent of the Company, for revalidating the warrants or payment in lieu of such warrants in the form of demand draft.
15. **The Annual Report 2015-16 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 there under 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 Alankit through **M/s National Securities Depositories Ltd(NSDL)**, on all resolutions set forth in this Notice. The instruction for e-voting are annexed to the notice. The notice of 23rd 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 M/s Alankit Assignments Ltd. 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 Company's Registrar and Share Transfer Agent, M/s Alankit Assignments Ltd. 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 Company or its Share Transfer Agent, 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 Company/Share Transfer Agent, 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 M/s. Alankit Assignments Ltd, R&T Agent of the Company 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 ONGC including Annual Reports etc through email at your registered email address.

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

Item No.5

APPOINTMENT OF SHRI A K SRINIVASAN

Shri A K Srinivasan was appointed as an Additional Director designated as Director (Finance) on 23.09.2015. In terms of Section 161 of the Companies Act, 2013, he holds office upto the 23rd Annual General meeting of the Company. The Company has received a notice in writing from him pursuant



to the provisions of Section 160 of the Companies Act, 2013 alongwith the requisite fees, signifying his intention to propose himself as candidate for the office of Director. Shri A K Srinivasan, if appointed, will be liable to retire by rotation under Sections 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company.

Born on 08.10.1957, Shri Srinivasan, an IIM Bangalore alumnus, is an accomplished finance professional with experience of over 31 years in upstream oil and gas finance. He started his professional journey with ONGC as a graduate trainee in the year 1983 and has demonstrated his professional capability in diverse facets of financial planning and management with the energy major. With experience in the capital markets, project financing & contracts, corporate budgeting & planning, corporate accounting, corporate taxation and dispute resolution, Shri Srinivasan has a broad array of expertise up his sleeves and has played major role in the acquisition of various oil and gas development projects, Power, Petro-Chemical and capital assets for ONGC. He has also steered critical productivity enhancement projects like the transition from excel based reporting to SAP based reporting and implementation of Enterprise Resource Planning (ERP) projects across ONGC.

Shri A K Srinivasan holds directorship on the Board of ONGC Petro addition Ltd. and ONGC Tripura Power Company Ltd.

He holds 5,752 equity shares in ONGC.

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

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

Item No.6

APPOINTMENT OF SHRI AJAI MALHOTRA

Shri Ajai Malhotra was appointed as an Additional Director (part-time non-official Director) under Section 161 of the Companies Act, 2013, effective 20th November, 2015. Shri Ajai Malhotra shall hold office upto the 23rd Annual General meeting and shall be eligible for appointment to the office of Director thereon. The Company has received a notice from a member proposing his candidature for the office of Director along with requisite fees. Shri Ajai Malhotra, if appointed, will not be liable to retire by rotation under Sections 152 of the Companies Act, 2013..

Born on 21.11.1953, Shri Malhotra holds an 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.

He 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.

His wide ranging experience includes being on the Indian team negotiating issues such as biological diversity, climate change, desertification, education, energy, forestry, health, human rights, human settlements, intellectual property rights, international law, labour, ozone depletion, sustainable development and international trade. In 2004, he was awarded an Honorary Doctorate by Western University of Arad, Romania, in recognition of his work in support of environment and development.

He is presently a Distinguished Fellow at The Energy and Resources Institute (TERI), New Delhi, besides being Chairman and Managing Trustee of two organizations serving the underprivileged - CHIKITSA and SHIKSHA - as well as Chairman, Nehru Trust for the Indian Collections at the Victoria & Albert Museum, and Chairman, NAB Centre for Blind Women & Disability Studies. He frequently contributes to seminars on economic, environmental, defence, political, trade and security issues.

Shri Ajai Malhotra holds directorship in Aicorps Enterprises Pvt. Ltd.

He holds 1,100 equity shares of ONGC.

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

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

Item No.7

APPOINTMENT OF PROF. S B KEDARE

Prof. S B Kedare was appointed as an Additional Director (part-time non-official Director) under Section 161 of the Companies Act, 2013, effective 20th November, 2015. Prof S B Kedare shall hold office upto the 23rd Annual General meeting and shall be eligible for appointment to the office of Director thereon. The Company has received a notice from a member proposing his candidature for the office of Director along with requisite fees. Prof S B Kedare, if appointed, will not be liable to retire by rotation under Sections 152 of the Companies Act, 2013.

Born on 22.10.1963, Prof. Kedare has obtained his 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". He spent three years (1992-95) as a volunteer in social sector working on different issues related to 'Development'. He started his engineering consultancy in energy and environment in 1995. He worked as a Technical Consultant (1998-2001) to the Chairman, Khadi and Village Industries Commission when he worked on the issues related to Development of Rural Industries



Clusters. He is presently associated with IIT Bombay as a Professor.

He 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.

Along with optimization of Solar Industrial Process Heat Systems with and without storage, his focus is on development of solar thermal power plant with storage working for 24 h/d suitable for Indian conditions. He is also associated with Centre for Technology Alternatives for Rural Areas (CTARA), IIT Bombay and is working on rural energy and other technologies. He is presently focusing on problem assessment and development and dissemination of small and affordable implements for performance improvement for traditional wood fired cook-stoves (Chulha) used in different regions of the country.

Prof S B Kedare does not hold any directorship.

He does not hold any equity shares of ONGC.

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

The Board of Directors considers that in view of the background and experience of Prof S B Kedare, it would be in the interest of the Company to appoint him as a Director of the Company. The Board recommends the resolution for your approval.

Item No.8

APPOINTMENT OF SHRI K M PADMANABHAN

Shri K M Padmanabhan was appointed as an Additional Director (part-time non-official Director) under Section 161 of the Companies Act, 2013, effective 20th November, 2015. Shri K M Padmanabhan shall hold office upto the 23rd Annual General meeting and shall be eligible for appointment to the office of Director thereon. The Company has received a notice from a member proposing his candidature for the office of Director along with requisite fees. Shri K M Padmanabhan, if appointed, will not be liable to retire by rotation under Sections 152 of the Companies Act, 2013.

Born on 04.04.1957, Shri Padmanabhan, is a Chartered Accountant in practice for more than 27 years and is the Senior Partner of Sinivas & Padmanabhan, Chartered Accountants, Chennai.

As a practicing Chartered Accountant, he has created Internal Control Systems, processes and procedure besides

rendering business consultancy for a very big South based educational institution spread into engineering, medical and also into hospitals.

He is 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, Tamilnadu 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. He is the founder member of Prerana Helpline Foundation (NGO) that caters for the need of visually challenged people. He was able to eliminate wastes and non-value added expenditure through Business Process Reengineering and Kaizen cost Reduction Methods for various business units in the SME sector in the last 10 years of business consulting. He had trained thousands of non-finance executives in Finance, costing, and kaizen cost Reduction with strategic orientation.

He is also a Managing committee member of Madras Management Association one of most acclaimed management associations in India and served as subcommittee member of Economic affairs and taxation committee of CII-Southern region.

Shri K M Padmanabhan holds directorship in Rashtriya Ispat Nigam Ltd. & Prerana Educational Media Pvt. Ltd.

He does not hold any equity shares of ONGC.

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

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

Item No.9

APPOINTMENT OF SHRI A P SAWHNEY

Shri A P Sawhney, was appointed as an Additional Director (Govt. Director) on the Board of ONGC effective 2nd January, 2016. In terms of Section 161 of the Companies Act, 2013, he holds office upto the 23rd Annual General meeting of the Company. The Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying intention to propose Shri A P Sawhney, as candidate for the office of Director. Shri A P Sawhney, if appointed, will be liable to retire by rotation under Sections 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company.

Born on 04.02.1962, Shri Sawhney an IAS Officer of Andhra Pradesh cadre (1984 batch) is a Mechanical Engineer. Shri Sawhney has handled various assignments in the State of Andhra Pradesh, covering land administration, law and order and quasi-judicial functions, rural development, health & family welfare, communication & information technology, e-governance and elections etc.

He played a lead role in the Total Literacy Campaign taken up



in Nizamabad district in the early nineties. He has also catalysed the establishment of the International Institute of Information Technology in Hyderabad and its emergence as one of the premier institutions in computer science education and research in the country. He has spent more than ten years in assignments relating to information technology and e-governance and has led the formulation of innovative policies and implementation of several major e-governance, communications and broadband projects. He has also worked as the Principal Secretary to Chief Minister of AP after the reorganisation of the State of Andhra Pradesh.

He has also held important positions in the Govt. of India as Joint Secretary Training in the Department of Personnel and Training and as the President and CEO of the National e-Governance Division, which assists the Ministry of Electronics and Information Technology in the implementation of the National e-Governance Plan. Since March 2015, he is working as Additional Secretary in the Ministry of Petroleum and Natural Gas.

Shri A P Sawhney holds directorship in IndianOil Corporation Ltd. & Indian Strategic Petroleum Reserves Ltd. He is a member of Nomination and Remuneration Committee of IndianOil Corporation Ltd.

He does not hold any equity shares of ONGC.

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

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

Item No.10

APPOINTMENT OF SHRI AMAR NATH

Shri Amar Nath was appointed as an Additional Director (Govt. Director) on the Board of ONGC effective 28th June, 2016. In terms of Section 161 of the Companies Act, 2013, he holds office upto the 23rd Annual General meeting of the Company. The Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying intention to propose Shri Amar Nath as candidate for the office of Director. Shri Amar Nath, if appointed, will be liable to retire by rotation under Sections 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company.

Shri Amar Nath, Joint Secretary (Exploration) Ministry of Petroleum & Natural Gas is the Govt. nominee Director on the Board of your Company. Born on 30.03.1966, Shri Amar Nath an IAS Officer (1994 AGMUT Cadre) is a Bachelor of Science (Mechanical Engineering) from National Institute of Technology, Kurukshetra, Kurukshetra University and MA (International Development Policy) from Duke University, USA. Shri Amar Nath was Secretary to the Department of Health, Government of National Capital Territory of Delhi prior to the present assignment. He has held the positions of

Administrator of Union Territory of Lakshadweep, Chief Executive Officer of Delhi Urban Shelter Improvement Board, and Chief Executive Officer of Chandigarh Housing Board in Chandigarh.

He has extensive experience of working in various Departments of Government at senior management positions such as Finance, Economic Planning, Tourism and Industrial Development in the states of Arunachal Pradesh, Pondicherry, Chandigarh and Delhi. Before joining IAS in 1994 he worked with State Bank of India and Steel Authority of India.

Shri Amar Nath does not hold any directorship. He also does not hold any equity shares of ONGC.

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

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

Item No.11

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2016-17

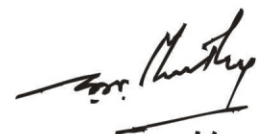
The Board of Directors of the Company on the recommendations of the Audit & Ethics Committee have approved appointment of the following Cost Auditors of ONGC for the year 2016-17 at a remuneration of ₹ 3.25.Lakh (Rupees Three Lakh twenty five thousand only) per Cost Auditor plus applicable service tax and out-of-pocket expense, as per entitlement:

1. M/s Rao Murthy & Associates, Bangalore
2. M/s R. Nanabhoy & Co., Mumbai
3. M/s R J Goel & Co., Delhi
4. M/s Shome & Banerjee, Kolkata
5. M/s Rohit & Associates, Mumbai
6. M/s Dhananjay V. Joshi & Associates, Pune

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 your approval.

By Order of the Board of Directors



(V N Murthy)
Company Secretary

Regd. Office:
Jeevan Bharati Building
Tower II, 124 Indira Chowk,
New Delhi - 110 001

3rd August, 2016



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
From 09.00 a.m (IST) on 5 th September, 2016	Upto 05.00 p.m (IST) on 7 th September, 2016

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.
 - vii. 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.
 - viii. 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.
 - ix. Members holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. 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).
 - xii. 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 **05.09.2016 (9.00 a.m. IST)** and ends on **07.09.2016 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **01.09.2016**, may cast their vote electronically. The e-voting module shall be disabled by M/s Alankit (RTA) 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 **01.09.2016**.
- **Any person who acquires shares of the Company and becomes a shareholder of the company after dispatch of the Notice of AGM and holds shares as on the cut-off date i.e 01.09.2016 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 (Membership No. FCS 4955), 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 (Forty eight) 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** 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.



Dedication & Discipline: ONGCians seen brainstorming at location for achieving targets and timeline



OIL AND NATURAL GAS CORPORATION LIMITED

CIN: L74899DL1993GOI054155

Reg. office: JEEVAN BHARATI BUILDING, TOWER-II, 124 INDIRA CHOWK, NEW DELHI- 110001

Website: www.ongcindia.com email: secretariat@ongc.co.in Tel: 011-23301257/1321

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 23rd Annual General Meeting of the company, to be held on **Thursday, 8th September, 2016 at 10.00 A.M. at Indira Gandhi Indoor Stadium, I.P Estate, Near Rajghat, Grand Trunk Road, New Delhi - 110002** and at any adjournment thereof in respect of such resolutions as are indicated below:

SI No.	RESOLUTIONS	Vote (please mention no. of shares)		
ORDINARY BUSINESS		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 31st March, 2016, 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 Management thereto.			
2	To confirm the payment of two interim dividends and declare final dividend on equity shares for the FY 2015-16.			
3	To appoint a Director in place of Shri T K Sengupta, who retires by rotation and being eligible, offers himself for re-appointment.			
4	To authorise Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2016-17, in terms of the provisions of section 139(5) read with section 142 of the Companies Act, 2013			
SPECIAL BUSINESS				
5	To appoint Shri A K Srinivasan (DIN- 07168305) as Director of the Company.			
6	To appoint Shri Ajai Malhotra (DIN- 07361375) as Director of the Company.			
7	To appoint Prof. S B Kedare (DIN- 01565171) as Director of the Company.			
8	To appoint Shri K M Padmanabhan (DIN- 00254109) as Director of the Company.			
9	To appoint Shri A P Sawhney (DIN-03359323) as Director of the Company.			
10	To appoint Shri Amar Nath (DIN-05130108) as Director of the Company.			
11	To ratify the remuneration of the Cost Auditors for the Financial Year ending 31 st March, 2017.			

Signed this..... day of..... 2016

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.

Affix
revenue
stamp

OIL AND NATURAL GAS CORPORATION LIMITED

CIN: L74899DL1993GOI054155

Reg. office: JEEVAN BHARATI BUILDING, TOWER-II, 124 INDIRA CHOWK, NEW DELHI- 110001

Website: www.ongcindia.com email: secretariat@ongc.co.in Tel: 011-23301257/1321

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 **23rd Annual General Meeting** of the Oil and Natural Gas Corporation Limited held on **Thursday, 8th September, 2016 at 10.00 A.M. at Indira Gandhi Indoor Stadium, I.P Estate, Near Rajghat, Grand Trunk Road, New Delhi - 110002**

Members/proxy's name in Block Letters

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

Signature of Member/Proxy

