



OIL AND NATURAL GAS CORPORATION LIMITED

COMPANY SECRETARIAT

ONGC/CS/SE/2018

28.09.2018

National Stock Exchange of India Ltd. Listing Department Exchange Plaza Bandra-Kurla Complex Bandra (E) Mumbai – 400 051 Symbol-ONGC; Series - EQ	BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai – 400 001 BSE Security Code No. - 500312
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Sub: Proceeding of 25th Annual General Meeting (AGM)

Sir/ Madam,

This is to inform you that the 25th Annual General Meeting of Oil and Natural Gas Corporation Ltd, was held on Friday, 28th September, 2018, at 10:00 A.M. at, Manekshaw Auditorium, Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantonment, Delhi-110010, as originally scheduled. In this connection, we submit herewith the proceedings of the said meeting in terms of Regulation 30 of SEBI (LODR) Regulations, 2015 for your reference and record.

Thanking You,

Yours faithfully

For Oil and Natural Gas Corporation Ltd.


28/09/18

(M E V Selvam)
Compliance Officer &
Company Secretary

Encl.: As above (2 pages)



The Proceedings of 25th Annual General Meeting (AGM) of the Company held on 28.09.2018

[Disclosure in terms of clause 13 of Part-A under Schedule – III of the SEBI (LODR) Regulations, 2015]

The 25th AGM of the Members of **OIL AND NATURAL GAS CORPORATION LIMITED** (the Company) was held on **Friday, the 28th September, 2018 at 10:00 hrs** at Manekshaw Auditorium, Parade Road, Khyber Lines, Delhi Cantonment, Delhi-110010. Shri Shashi Shanker, Chairman and Managing Director. Chaired the meeting. The Chairman welcomed the Members, Auditors, Scrutinizer and Directors who were present at the meeting.

The requisite quorum being present, the Chairman called the meeting to order. The Chairman in his speech gave an overview of the performance of the Company for the FY 2017-18 and future plans of the Company. Copy of Chairman Speech was also distributed to the Members.

The Chairman informed the shareholders that M/s Vinod Kothari & Company, Practicing Company Secretaries was the Scrutinizer appointed by the Board to oversee the remote e-voting and also e-voting at AGM venue. Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the remote e-voting facility was made available to all Members from 09:00 am (IST) on 25th September, 2018 to 05:00 pm (IST) on 27th September, 2018.

The Chairman further informed that those members who could not exercise their vote through remote e-voting process, the facility to vote electronically provided at the AGM venue.

With the consent of the Members, the Notice of the Meeting and Reports of the Directors and Auditors on the Financial Statements of the Company for the FY 2017-18 were taken as read.

The following resolutions were proposed as set out in the Notice:

Item No.	Detail of the Agenda	Resolution Required
ORDINARY BUSINESS		
1	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended on 31.03.2018, together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller and Auditor General of India, in terms of section 143(6) of the Companies Act, 2013.	Ordinary
2	To declare final dividend of Rs.1.35 per equity share and to confirm the payment of two interim dividends already declared and paid by the Board for the Financial Year 2017-18.	Ordinary
3	To appoint a Director in place of Shri Ajay Kumar Dwivedi (DIN 07048874), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary
4	To authorize Board of Directors of the Company to fix the remuneration of the Auditors of the Company for the Financial Year 2017-18, in terms of the provisions of section 139(5) read with section 142 of the Companies Act, 2013.	Ordinary

<i>SPECIAL BUSINESS</i>		
5	To appoint Smt. Ganga Murthy (DIN 07943103), who was appointed as an Additional Director effective from 23.09.2017, as an Independent Director of the Company	Ordinary
6	To appoint Shri Shashi Shanker (DIN 06447938) who was appointed as the Chairman and Managing Director effective from 01.10.2017, as the Chairman and Managing Director of the Company	Ordinary
7	To appoint Dr. Sambit Patra (DIN 03029242) who was appointed as an Additional Director effective from 28.10.2017, as an Independent Director of the Company.	Ordinary
8	To appoint Shri Subhash Kumar (DIN 07905656) who was appointed as an Additional Director effective from 31.01.2018, as Director (Finance) of the Company.	Ordinary
9	To appoint Shri Rajesh Shyamsunder Kakkar (DIN 08029135) who was appointed as an Additional Director effective from 19.02.2018, as Director (Offshore) of the Company.	Ordinary
10	To appoint Shri Sanjay Kumar Moitra (DIN 08065998) who was appointed as an Additional Director effective from 18.04. 2018, as Director (Onshore) of the Company.	Ordinary
11	To ratify the remuneration of Cost Auditors of the Company for the financial year ending 31.03.2019.	Ordinary
12	To accord approval for alteration of Memorandum of Association (MoA) and also adoption of revised set of Articles of Association (AoA) of the Company, in place of the existing MoA and AoA.	Special
13	To accord approval for material related party transactions entered/to be entered by the Company with related party.	Ordinary

The Chairman then invited the Members to raise their queries, express their views, give suggestions on the operations and financial performance of the Company and related matters. The Chairman replied to all the queries sought by the Members on the various issues inter-alia performance of the Company, market price of the shares, initiatives taken by the Company in the area of renewable energy etc.

The meeting was concluded at 11:20 hours with vote of thanks by Shri K M Padmanabhan, Chairman, Audit & Ethics Committee. The Chairman informed that the result of the remote e-voting and e-voting at the venue would be notified to the Stock Exchanges and hosted on the website of the Company and e-voting agency within 48 hours.

Further, it is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act and the rules notified thereunder.

for Oil and Natural Gas Corporation Limited


(M E V Selvam)
Compliance Officer &
Company Secretary