

Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended)

To,

The Chairman of 22nd Annual General Meeting of the members of Oil and Natural Gas Corporation Limited held on 15th September, 2015 at 10.00 hrs. at NDMC Indoor Stadium, Talkatora Garden, New Delhi.

Dear Sir,

1. I, A.N.Kukreja of M/s A.N.Kukreja & Co, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Oil and Natural Gas Corporation Limited (the Company) (CIN: L74899DL1993GOI054155) for the purpose of:

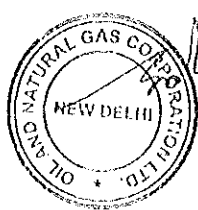
- (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and;
- (ii) Poll through Polling Paper/ballots under the provisions of Section 109 of the Act, read with Rule 21 of the Rules, on the resolutions contained in the notice of the 22nd Annual General Meeting (AGM) of the members of the Company, held on 15th September, 2015 at NDMC Indoor Stadium, Talkatora Garden, New Delhi.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting and voting by poll using Polling Paper at the AGM) for resolutions contained in the Notice to the 22nd AGM of members of the Company. Our responsibility as scrutinizer for the voting process of voting through electronic means, i.e. by remote e-voting and Polling Paper at the AGM is restricted to make a consolidated scrutinizer's report of the **total** votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility for voting through electronic means i.e. by remote e-voting, and Poll at the AGM.

3. We have issued separate Scrutinizer's Reports dated September 16, 2015 on the remote e-voting and on the Poll, on the resolutions contained in the notice of the AGM. We submit herewith our consolidated scrutinizer's report on the results of voting through electronic means and Poll at the AGM, as under:-



Item no. of the notice	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.
Ordinary Business					
Item No. 1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31 st March, 2015, together with the Board's Report and the Report of the Auditors' thereon and Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013. (Ordinary Resolution)	8058156254	100.000	15513	0.000	6896694
Item No. 2: To confirm the payment of two interim dividends and declare final dividend on equity shares for the year 2014-15. (Ordinary Resolution)	8065068071	100.000	215	0.000	177
Item No. 3: To appoint a Director in place of Shri Shashi Shanker (DIN-06447938) who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)	7706111079	95.807	337232577	4.193	21724812



Item No. 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 2015-16, in terms of the provisions of the Companies Act, 2013. (Ordinary Resolution)	8061764070	99.959	3304011	0.041	387
Special Business Item No. 5: To appoint Shri U.P Singh (DIN-00354985) who was appointed as an Additional Director (Govt. Director) effective 16 th October, 2014, as a Director of the Company, liable to retire by rotation. (Ordinary Resolution)	7782090378	96.491	282976566	3.509	1522
Item No. 6: To appoint Shri Ajay Kumar Dwivedi (DIN-07048874) who was appointed as an Additional Director and designated as Director (Exploration), effective 16 th March, 2015 as a Director of the Company, liable to retire by rotation. (Ordinary Resolution)	7759142206	96.207	305924264	3.793	1994
Item No. 7: To appoint Smt Atreyee Das (DIN-07194189) who was appointed as an Additional Director (Govt. Director), effective 14 th May, 2015 as a Director of the Company, liable to retire by rotation. (Ordinary Resolution)	7784601244	96.522	280465400	3.478	1824



Item No. 8: To appoint Shri V.P.Mahawar (DIN-07208090) who was appointed as an Additional Director by the Board of Directors and designated as Director (Onshore) effective 1 st August, 2015 as a Director of the Company, liable to retire by rotation. (Ordinary Resolution)	7749779901	96.091	315286748	3.909	1814
Item No. 9: To ratify the the aggregate remuneration of Rs.19.50 lakhs 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 31 st March 2016. (Ordinary Resolution)	8061774713	99.959	3293387	0.041	368

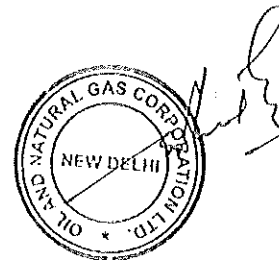
4. The electronic data and all other relevant records relating to the e-voting and Poll have been handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,
For A.N.ukreja & Co.

A.N.Kukreja
FCS 1070 CP 2318.

Date: September 16, 2015



Scrutinizer's Report
(E-voting: EVEN: 1885)

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) of the Companies (Management and Administration) Rules, 2014.

To,

The Chairman of 22nd Annual General Meeting of the members of Oil and Natural Gas Corporation Ltd held on 15th September, 2015 at 10.00 hrs at NDMC Indoor Stadium, Talkatora Garden, New Delhi.

Dear Sir,

1. I, A.N. Kukreja, of M/s A.N.Kukreja and Co, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Oil and Natural Gas Corporation Limited (the Company) (CIN L74899DL1993GOI054155) for the purpose of Scrutinizing the voting process through electronic means including remote e-voting, and ascertaining the requisite majority on e-voting carried out as per provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the notice to the 22nd Annual General Meeting of the members of the Company held on 15th September, 2015 at 10.00 hrs at NDMC Indoor Stadium, Talkatora Garden, New Delhi.
2. Our responsibility as Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the votes cast "In favour" or "Against" the resolutions contained in the notice stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Ltd., the authorized agency engaged by the Company.
3. Further to the above, we submit our report as under:
 - (a) The e-voting period remained open from September 12, 2015 at 9:00 AM (IST) to September 14, 2015 at 5.00 PM (IST).
 - (b) The members of the Company as on "cut- off date" i.e. September 8, 2015 were entitled to vote on the resolutions (Items 1 to 9) as set out in the notice of the 22nd AGM.
 - (c) The votes cast were unblocked on September 15, 2015, after counting the votes cast at the meeting, in the presence of 2 witnesses who are not in the employment of the Company. (Annexure A).
 - (d) Thereafter, the details containing, inter alia, list of equity shareholders who voted "for" or "against" each resolution that were put to vote were generated from the e-voting website



of Karvy Computershare Private Ltd i.e. www.evoting.karvy.com and based on such reports generated, the result of the e-voting is as under:

Item No.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, 2015, together with the Board's Report and the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.

(Ordinary Resolution)

(i) Voted **in favour** of the resolution

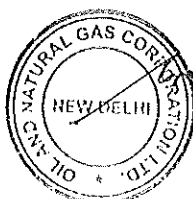
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
761	8058144783	99.999

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	15513	0.001

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
12	6896517



Item No.2: To confirm the payment of two interim dividends and declare final dividend on equity shares for the year 2014-15.

(Ordinary Resolution)

(i)Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
777	8065056600	100

(ii)Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	215	0.000

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 3: To appoint a Director in place of Shri Shashi Shanker (DIN-06447938) who retires by rotation and being eligible, offers himself for re-appointment.

(Ordinary resolution)

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
478	7706099608	95.807



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(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
265	337232577	4.193

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
38	21724635

Item No.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 2015-16, in terms of the provisions of the Companies Act, 2013.

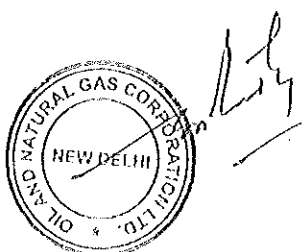
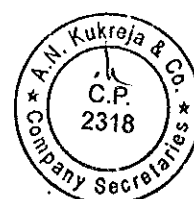
(Ordinary Resolution)

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
753	8061752599	99.959

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
24	3304011	0.041



(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	210

Special Business

Item No. 5. To appoint Shri U.P. Singh (DIN- 00354985) who was appointed as an Additional Director (Govt. Director) effective 16th October, 2014, as a Director of the Company, liable to retire by rotation.

(Ordinary Resolution)

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
500	7782078907	96.491

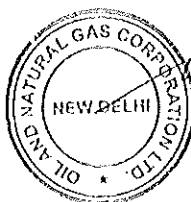
(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
274	282976566	3.509

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	1345

Item No. 6: To appoint Shri Ajay Kumar Dwivedi (DIN- 07048874) who was appointed as an Additional Director and designated as Director (Exploration), effective 16th March, 2015 as a Director of the Company, liable to retire by rotation.



(Ordinary Resolution)

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
526	7759130735	96.207

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
249	305924264	3.793

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
7	1817

Item No. 7: To appoint Smt Atreyee Das (DIN- 07194189) who was appointed as an Additional Director (Govt. Director), effective 14th May, 2015 as a Director of the Company, liable to retire by rotation.

(Ordinary Resolution)

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
510	7784589773	96.522



(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
263	280465400	3.478

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
7	1647

Item No. 8: To appoint Shri V. P. Mahawar (DIN- 07208090) who was appointed as an Additional Director by the Board of Directors and designated as Director (Onshore) effective 1st August, 2015 as a Director of the Company, liable to retire by rotation.

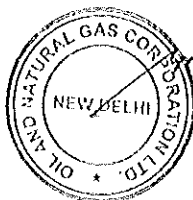
(Ordinary Resolution)

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
506	7749768430	96.091

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
268	315286748	3.909



(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	1637

Item No.9: To ratify the aggregate remuneration of Rs.19.50 lakhs 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 31st March, 2016.

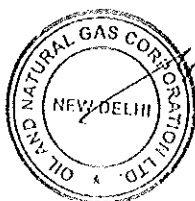
(Ordinary Resolution)

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
751	8061763242	99.960

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	3293387	0.040



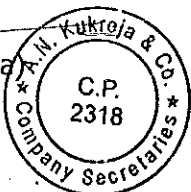
(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	191

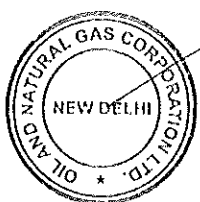
Thanking you,

Yours faithfully,

For A.N.Kukreja & Co.
Company Secretaries


(A.N.Kukreja)
FCS 1070
CP 2318


Date: September 16, 2015




Annexure A

The e-votes cast on resolutions stated in the notice of AGM of ONGC held on 15.9.2015 were unblocked in our presence. We are not in the employment of the Company:

Witnesses:

1. Signature Nandani

Name and Address: MS. NANDANI
B-5B, AVANTIKA ENCLAVE,
SECTOR-2, ROHINI,
DELHI - 110083.

2. Signature Aishwarya Mohan Gaurana

Name and Address: AISHWARYA MOHAN GAURANA
D-74-76, 2nd Floor, BK Dutt Colony
New Delhi 110003

Place: New Delhi

Date: September 15, 2015.



FORM No. MGT-13

Report of Scrutinizer

(Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014.

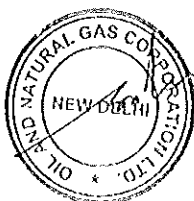
To,
The Chairman of 22nd Annual General Meeting of the members of
Oil and Natural Gas Corporation Ltd. held on Tuesday, the 15th September, 2015
at 10.00 hrs at NDMC Indoor Stadium , Talkatora Garden, New Delhi.

Dear Sir,

I, A. N. Kukreja, of M/s A.N.Kukreja & Co, Company Secretaries, appointed as Scrutinizer for the purpose of the **Poll** taken on the below mentioned resolutions at the 22nd Annual General Meeting of the members of the Company, held on 15th September, 2015 at 10.00 hrs at NDMC Indoor Stadium, Talkatora Garden, New Delhi, submit our report as under:

1. After the time fixed for closing of the **poll** by the Chairman, ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Item No.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, 2015, together with the Board's Report and the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.



(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	11471	100

(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	-----

(iii) Invalid Votes

Total number of members (in person or by Proxy whose votes were declared invalid	Total number of votes cast by them
4	177

Item No.2: To confirm the payment of two interim dividends and declare final dividend on equity shares for the year 2014-15.

(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	11471	100



(ii)Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	-----

(iii)Invalid votes

Total number of members (in person or by Proxy whose votes were declared invalid)	Total number of votes cast by them
4	177

Item No. 3: To appoint a Director in place of Shri Shashi Shanker (DIN-06447938) who retires by rotation and being eligible, offers himself for re-appointment

(Ordinary resolution)

(i)Voted in favour of the Resolution:

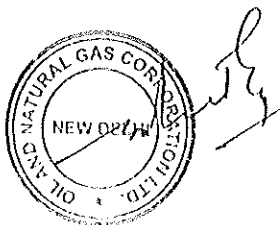
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	11471	100

(ii)Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	-----

(iii)Invalid votes

Total number of members (in person or by	Total number of votes cast by them
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Proxy whose votes were declared invalid	
4	177

Item No.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 2015-16, in terms of the provisions of the Companies Act, 2013.

(Ordinary Resolution)

(i)Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	11471	100

ii) Voted against the resolution:

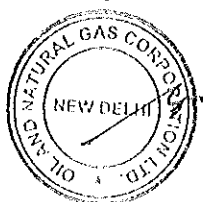
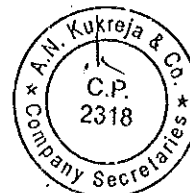
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	-----

(iii)Invalid votes

Total number of members (in person or by Proxy whose votes were declared invalid	Total number of votes cast by them
4	177

Special Business

Item No. 5. To appoint Shri U.P Singh (DIN- 00354985) who was appointed as an Additional Director (Govt. Director) effective 16th October, 2014, as a Director of the Company, liable to retire by rotation.



(Ordinary Resolution)

(i)Voted in favour of the resolution

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	11471	100

(ii)Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	-----

(iii)Invalid votes:

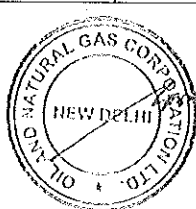
Total number of members (in person or by Proxy whose votes were declared invalid)	Total number of votes cast by them
4	177

Item No. 6: To appoint Shri Ajay Kumar Dwivedi (DIN- 07048874) who was appointed as an Additional Director and designated as Director (Exploration), effective 16th March, 2015 as a Director of the Company, liable to retire by rotation.

(Ordinary Resolution)

(i)Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



24	11471	100
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(ii)Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	-----

(iii)Invalid votes:

Total number of members (in person or by Proxy whose votes were declared invalid)	Total number of votes cast by them
4	177

Item No. 7: To appoint Smt. Atreyee Das (DIN- 07194189) who was appointed as an Additional Director (Govt. Director), effective 14th May, 2015 as a Director of the Company, liable to retire by rotation.

(Ordinary Resolution)

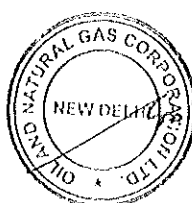
(i)Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	11471	100

(ii)Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	-----

(iii)Invalid votes



Total number of members (in person or by Proxy whose votes were declared invalid)	Total number of votes cast by them
4	177

Item No. 8: To appoint Shri V. P. Mahawar (DIN- 07208090) who was appointed as an Additional Director by the Board of Directors and designated as Director (Onshore) effective 1st August, 2015 as a Director of the Company, liable to retire by rotation.

(Ordinary Resolution)

(i)Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	11471	100

(ii)Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	-----

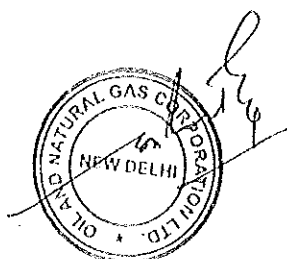
(iii)Invalid votes

Total number of members (in person or by Proxy whose votes were declared invalid)	Total number of votes cast by them
4	177

Item No. 9: To ratify the the aggregate remuneration of Rs.19.50 lakhs 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 31st March,2016.

(Ordinary Resolution)

(i)Voted in favour of the resolution:



Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	11471	100

(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	-----

(iii) Invalid votes

Total number of members (in person or by Proxy whose votes were declared invalid)	Total number of votes cast by them
4	177

5. A list containing names of equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution has been verified and handed over to Company Secretary.

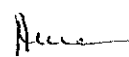
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

7. Polling boxes were opened in the presence of two persons as witnesses as per Annexure A.

Thanking you,

Yours faithfully,

For A.N.Kukreja & Co.

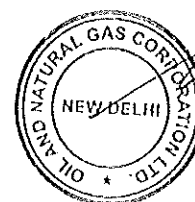

(A.N.Kukreja)

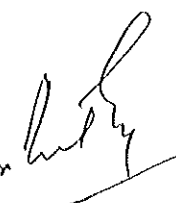


FCS 1070; CP No. 2318.

Place New Delhi

September 16, 2015.





Annexure A

Polling box(s) relating to AGM of ONGC held on 15.9.2015 were opened in our presence.
We are not in the employment of the Company:

Witnesses:

1. Signature Nandani

Name and Address: Mr. NANDANI
B-5B, AVANTIKA ENCLAVE,
SECTOR-2, ROHINI,
DELHI-110083.

2. Signature Aishwarya Mohan Gahwana

Name and Address: AISHWARYA MOHAN GAHRANA
D-74-76, 2nd Floor, BK Dutt Colony
New Delhi 110003

Place: New Delhi

Date: September 15, 2015.

