



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:** 011-26754073/4083

NOTICE

NOTICE is hereby given that the **25th Annual General Meeting** of the Members of OIL AND NATURAL GAS CORPORATION LIMITED will be held on **Friday, the 28th September, 2018** at **10:00 hrs. at Manekshaw Auditorium, Parade Road, Khyber Lines, Delhi Cantonment, Delhi- 110010** 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 31.03.2018, together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller and Auditor General of India and to pass 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 31.03.2018, 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. To declare final dividend for the financial year ended 31.03.2018 and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT approval of the members be and is hereby accorded for payment of final dividend @ 27% (i.e., ₹1.35 per share of ₹5 each) on equity share capital of the Company amounting to ₹1,732.49 crore for the financial year ended 31.03.2018 as recommended by the Board in addition to the payment of two interim dividends aggregating @105% (i.e., ₹5.25 per share) as already declared by the Board and paid accordingly."

3. To appoint a Director in place of Shri Ajay Kumar Dwivedi, who retires by rotation and being eligible offers himself for re-appointment, and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Ajay Kumar Dwivedi (DIN 07048874), who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company."

4. To authorise Board of Directors of the Company to fix the remuneration of the Auditors of the Company and to pass

the following resolution, as an Ordinary Resolution:

"RESOLVED THAT, pursuant to provisions under Section 139(5) read with Section 142 of the Companies Act, 2013, approval of the Members be and is hereby accorded, authorising the Board of Directors of the Company to decide and fix the remuneration payable to Auditors of the Company appointed by the Comptroller and Auditors General of India, for the financial year 2018-19."

SPECIAL BUSINESS:

ITEM NO. 5

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Smt. Ganga Murthy (DIN 07943103), who has been appointed as an Additional Director (Independent Director) under Section 161 of the Companies Act, 2013, w.e.f. 23.09.2017 and entitled to hold office upto the conclusion of this meeting, be and is hereby appointed as an Independent Director of the Company subject to the tenure as may be determined by the President of India."

ITEM NO. 6

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Shashi Shanker (DIN 06447938), who has been appointed as the Chairman and Managing Director w.e.f. 01.10.2017 by the Board of Directors, be and is hereby appointed as the Chairman and Managing Director of the Company on such terms and conditions, remuneration and tenure as may be determined by the President of India from time to time."

ITEM NO. 7

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. Sambit Patra (DIN 03029242) who has been appointed as an Additional Director (Independent Director) under Section 161 of the Companies Act, 2013, w.e.f. 28.10.2017 and entitled to hold office upto the conclusion of this meeting, be and is hereby appointed as an Independent Director of the Company subject to the tenure as may be determined by the President of India."

ITEM NO. 8

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Subhash Kumar (DIN 07905656), who has been appointed as an Additional Director under Section 161 of the Companies Act, 2013 w.e.f. 31.01.2018 by the Board of Directors to hold the post of Director (Finance) of the Company, be and is hereby appointed as the Director (Finance) of the Company, 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. 9

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Rajesh Shyamsunder Kakkar (DIN 08029135), who has been appointed as an Additional Director under Section 161 of the Companies Act, 2013 w.e.f. 19.02.2018 by the Board of Directors to hold the post of Director (Offshore) of the Company, be and is hereby appointed as the Director (Offshore) of the Company, 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. 10

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Sanjay Kumar Moitra (DIN 08065998), who has been appointed as an Additional Director under Section 161 of the Companies Act, 2013 w.e.f. 18.04.2018 by the Board of Directors to hold the post of Director (Onshore) of the Company, be and is hereby appointed as the Director (Onshore) of the Company, 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. 11

To consider and if thought fit, to pass 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, payment of aggregate remuneration of ₹ 30 Lakhs plus applicable taxes and reimbursement of out of pocket expenses payable to the cost Audit of the Company as duly approved by the Board on 02.08.2018, to conduct the audit of cost record of all the units of the company for the financial year 2018-2019 be and is hereby rectified.

ITEM NO. 12:

Adoption of revised Memorandum of Association and the Articles of Association of the Company:

To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 4, 13, 14, and other applicable provisions of the Companies Act, 2013, consent of the members be and is hereby accorded 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.

ITEM NO. 13:

Related Party Transaction of the Company with ONGC Petro-additions Limited (OPaL), an Associate Company:

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of section 188 and all other applicable provisions if any, of the Companies Act 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for approval of material for related party transactions entered / to be entered by the Company with related party as set out in the explanatory statement annexed here under.

RESOLVED FURTHER THAT the Board of Directors and /or Committee thereof be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

By Order of the Board of Directors

Sd/-

New Delhi
21.08.2018

(M E V Selvamm)
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 (48hrs.) before the commencement of the meeting. Blank proxy form is attached.

A person can act as proxy on behalf of members not exceeding 50 (fifty) 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 all Special Business items, as set out above is given here under.
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 ₹1.35 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 **21.09.2018** (Friday) and to the respective Beneficial Owners as at the close of business

hours on **21.09.2018** (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 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 available for inspection by the members at the venue of the meeting.
7. Share transfer documents and all correspondence relating thereto, must be addressed to the Registrar & Share Transfer Agent (**RTA**) of the Company i.e. **Alankit Assignments Ltd**, Alankit Heights, 1E/13 Jhandewalan Extension, New Delhi- 110055 Tel: 91-11-4254 1234/1960, Fax: 91-11-42541201/23552001, www.alankit.com, **jsingla@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**.

8. Members holding shares in physical mode:
 - (a) are required to submit their **Permanent Account Number (PAN)** and also **Bank Account details** to the Company/RTA, as mandated by the Securities and Exchange Board of India (SEBI).
 - (b) are advised to make nomination in respect of their shareholding in the Company in **Form SH13**, which can be downloaded from the company website www.ongcindia.com under section investor.
 - (c) are requested to send their share certificates to RTA for **consolidation**, in case shares are held under two or more folios.
9. Members holding shares in electronic mode:
 - (a) are requested to submit their PAN and Bank Account Details to their respective DPs with whom they are maintaining their demat accounts, as mandated by SEBI.
 - (b) are advised to contact their respective DPs for availing the nomination facility.
10. Members who have not registered/updated their e-mail addresses with RTA, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
11. In terms of SEBI notification dated 08/06/2018, the Company/RTA **will not entertain** requests for effecting **transfer of shares in physical form** w.e.f. **05.12.2018**. Hence, **Members holding shares in physical form are therefore requested to dematerialize their shares**.

12. 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 or printing on dividend warrants, wherever required. Members are, therefore, requested to **update the bank account particulars, change of address and other details** with their respective Depository Participants for shares held in demat mode and to the RTA for shares held in physical form.

Members holding shares in physical mode are requested to update their aforesaid details immediately **to avoid the incidence of fraudulent encashment of dividend warrants and for seamless remittance/payment** of final dividend 2017-18.

13. During the year 2017-18, pursuant to Section 124(5) and 125(c) of the Companies Act, 2013, the Company has transferred the unpaid/unclaimed amount of final dividend declared on 23rd September, 2010 for the financial year 2009-10 and interim dividend declared on 16th December, 2010 for the financial year 2010-11, to the Investor Education and Protection Fund (**IEPF**) of the Central Government. The unpaid/unclaimed amount of Final Dividend declared on 30th August, 2011 and Interim Dividend declared on 4th January, 2012 will be transferred to the IEPF of the Central Government by **29th September 2018** and **3rd February, 2019** respectively. Members who have not encashed their dividend warrants pertaining to the said years may approach the Company or RTA for obtaining payment thereof.
14. Notice of 25th Annual General Meeting and Annual Report 2017-18 are being sent by **electronic mode** to those members whose email addresses are registered with the Company/ Depositories/RTA.
15. **E-Voting:** 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 RTA through **National Securities Depositories Ltd** on all resolutions set forth in this Notice. The instructions for e-voting are annexed herewith.

Voting at the Meeting: The facility for electronic voting shall also be made available at the meeting and the members, who have not cast their vote by remote e-voting, shall be entitled to exercise their right at the AGM through electronic voting made available at the venue of the meeting.

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 through electronic voting.

16. 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 2018-19 after taking into consideration including change, if any, in statutory requirements, increase in volume of work and prevailing inflation.

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 & Client identification Numbers in all correspondence.
 - iii) Not to bring brief case, bags, eatables, etc. as they are prohibited 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. Those Members who have not registered their e-mail ID are requested to send a written request to RTA or email to **jksingla@alankit.com** for sending electronic communications from time to time.
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

Appointment of Directors: The Board of Directors have appointed Smt. Ganga Murthy (DIN 07943103), Shri Shashi Shanker (DIN 06447938), Dr. Sambit Patra (DIN 03029242), Shri Subhash Kumar (DIN 07905656), Shri Rajesh Shyamsunder Kakkar (DIN 08029135) and Shri Sanjay Kumar Moitra (DIN 08065998) as Director(s) on the Board of the Company since last Annual General Meeting held on 27.09.2017 based on the orders received from Ministry of Petroleum and Natural Gas (MoPNG) from time to time. Further, the term of their appointments shall extend upto the conclusion of ensuing Annual General Meeting (AGM). Hence, necessary agenda items in respect of each one of them have been placed at item numbers 5 to 10 of the Notice.

Further, pursuant to Section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Board of Directors considered the notice received from the aforesaid Directors signifying their candidature for election as Directors of the Company, along with confirmation letter from Smt. Ganga Murthy and Dr. Sambit Patra meeting their criteria for independence, and recommended their candidature for election as Directors by members of the Company.

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

Except the Director concerned, no other Director or key Managerial Personnel, or their relative is concerned or interested in the resolutions. The Board of Directors received the proposals for consideration and approval of the members.

ITEM NO.5

APPOINTMENT OF SMT. GANGA MURTHY

Smt. Ganga Murthy has been appointed as an Additional Director (Independent Director) under Section 161 of the Companies Act, 2013, with effect from 23.09.2017.

Smt. Ganga Murthy, if appointed as an Independent Director, will not be liable to retire by rotation under section 152 of the Companies Act, 2013. She does not hold directorship in any

other Company. She holds 455 equity shares of the Company.

ITEM NO.6

APPOINTMENT OF SHRI SHASHI SHANKER

Shri Shashi Shanker was appointed as the Director (T&FS) of the Company w.e.f. 01.12.2012. In terms of the subsequent order of the Government of India, he has been appointed as the Chairman and Managing Director of the Company w.e.f. 01.10.2017. In view of said change in his designation and other terms and conditions, the proposal requires the approval of members.

In terms of the Articles of Association of the Company, the Chairman and Managing Director will not be liable to retire by rotation.

Shri Shashi Shanker by virtue of his position in the Company is nominated to hold the positions as the Chairman of other group companies namely ONGC Videsh Limited, Mangalore Refinery & Petrochemicals Limited, ONGC Petro-additions Limited, ONGC Mangalore Petrochemicals Limited, Mangalore SEZ Limited, and ONGC Tripura Power Company Limited and also as a Director of Petronet LNG Limited.

Shri Shanker holds 5568 equity shares in the Company.

ITEM NO.7

APPOINTMENT OF DR. SAMBIT PATRA

Dr. Sambit Patra has been appointed as an Additional Director (Independent Director) under Section 161 of the Companies Act, 2013 with effect from 28.10.2017.

Dr. Sambit Patra, if appointed as an Independent Director, will not be liable to retire by rotation under section 152 of the Companies Act, 2013. He also holds Directorship in 'Centre for Holistic Advancement and upliftment of Poor and Landless' a Company not for profit registered under section 8 of the Companies Act, 2013.

He does not hold any equity share of the Company.

ITEM NO.8

APPOINTMENT OF SHRI SUBHASH KUMAR

Shri Subhash Kumar has been appointed as an Additional Director (Director Finance) under Section 161 of the Companies Act, 2013 with effect from 31.01.2018. He is entitled to hold office upto the conclusion of this meeting and shall be eligible for appointment as the Director (Finance) of the Company.

Shri Subhash Kumar, if appointed as the Director (Finance), will be liable to retire by rotation under Section 152 of the Companies Act, 2013.

Shri Subhash Kumar has been nominated on the Board of Hindustan Petroleum Corporation Limited by the Government of India w.e.f 22.05.2018. Further, he is nominated by the Company on the Boards of other group companies namely Mangalore Refinery and Petrochemicals Limited, ONGC Petro-additions Limited, ONGC Tripura Power Company Limited, and the Chairman of Petronet MHB Limited.

He holds 30 equity shares in the Company.

ITEM NO.9

APPOINTMENT OF SHRI RAJESH SHYAMSUNDER KAKKAR

Shri Kakkar has been appointed as an Additional Director (Director Offshore) under Section 161 of the Companies Act, 2013 with effect from 19.02.2018. He is entitled to hold office upto the conclusion of this meeting and shall be eligible for appointment as the Director (Offshore) of the Company.

Shri Kakkar, if appointed as the Director (Offshore), will be liable to retire by rotation under Section 152 of the Companies Act, 2013.

Shri Kakkar is nominated by the Company on the Boards of other group companies namely ONGC Petro-additions Limited, ONGC Mangalore Petrochemicals Limited, and Pawan Hans Limited.

He holds 4,758 equity shares in the Company.

ITEM NO.10

APPOINTMENT OF SHRI SANJAY KUMAR MOITRA

Shri Sanjay Kumar Moitra has been appointed as an Additional Director (Director Onshore) under Section 161 of the Companies Act, 2013 with effect from 18.04.2018. He is entitled to hold office upto the conclusion of this meeting and shall be eligible for appointment as the Director (Onshore) of the Company.

Shri Sanjay Kumar Moitra, if appointed as the Director (Onshore), will be liable to retire by rotation under Section 152 of the Companies Act, 2013.

Shri Sanjay Kumar Moitra is nominated by the Company on the Boards of other group companies namely Dahej SEZ Limited and ONGC Mangalore Petrochemicals Limited.

He does not hold any equity shares in the Company.

ITEM NO.11

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2018-19

The Board of Directors of the Company upon the recommendations of the Audit & Ethics Committee have approved appointment of the following Cost Auditors of the Company for the year 2018-19:

1. M/s Chandra Wadhwa & Co., New Delhi
2. M/s Bandyapadhyaya, Bhaumik & Co., Kolkata
3. M/s N.D.Birla & Co., Ahmedabad
4. M/s M. Krishnaswamy & Associates, Chennai
5. M/s Musib & Co., Mumbai
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 firm (aggregating ₹ 30 Lakhs) plus applicable taxes and out-of-pocket expenses, as per actual, as recommended by the Audit committee. The remuneration so approved by the Board of Directors,

requires the ratification of members.

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 the ratification of the Members.

ITEM NO. 12:

Adoption of revised Memorandum of Association and the Articles of Association of the Company:

The Companies Act, 2013 (the Act) was notified in the Official Gazette on 30th August, 2013 thereby replacing the Companies Act, 1956. In terms of provisions of Section 1(3) of the Act, the Central Government has been empowered to notify and appoint, different dates for different provisions of the Act. Accordingly, the latest tranche of such notification was published on 09.02.2018. Certain sections are yet to be notified; however such sections are not likely to have a bearing on the Memorandum of Association (MoA) and the Articles of Association (AoA) of the Company.

Since substantive sections of the Act are notified, it is proposed to re-cast the existing MoA and AoA of the Company duly aligning with the provisions of the Act and adopt a revised MoA and AoA accordingly. The major changes proposed in the said revised MoA and AoA are as under:

(A) Alteration of Memorandum of Association:

- (i) Alteration in Object Clauses: The Company has taken initiatives christened as 'ONGC Start-up', in line with the Government of India's initiative namely 'Start-up India'. It will foster, nurture and incubate new ideas related to oil and gas sector. As part of this initiative, the Company will provide the entire support chain for start-ups including seed capital, hand-holding, mentoring, market linkage and follow-ups. The aim of 'ONGC Start-up' is to increase the contribution of fresh implementable ideas in the oil and gas sector.

In order to give boost to the initiative, the Company has proposed "Alternate Investment Fund", which would involve fund management activities. Accordingly, to enable the Company to carry-out activities relating to "Start-up", it is proposed insertion of Clause III(A)(10) in the Main Objects and insertion of clause III(B)(61) (a)(b) in "matters which are necessary for furtherance of the main objects" of the Company.

- (ii) Re-alignment of the Object Clause:

In the **Companies Act, 1956**, the objects clause in the MoA were arranged in following order:

1. The main objects, to be pursued by the company on its incorporation i.e. main objects.
2. Objects incidental or ancillary to the attainment of the main objects.
3. Other Objects.

As per the **Companies Act, 2013**, a Company can have only following objects clause in its MoA.

1. The objects to be pursued by the company on its incorporation i.e. main objects.
2. Matters which are necessary for furtherance of the main objects.

In order to meet the said requirements of the Act, it is proposed to merge the Objects of the existing MoA as listed under Clause III (C) – “Other Objects” with Clause III (B) – “Objects Incidental or Ancillary to the attainment of the Main Objects” and renumber the clauses accordingly.

Further, in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the MoA of the Company, proposed to be regrouped as under:

Clause III (A) – The objects to be pursued by the Company are:

Clause III (B) – Matters necessary for furtherance of the objects specified in Clause III (A).

- (iii) Alteration of Liability Clause: Clause (IV) of the MoA is proposed to be altered for better clarity.

(B) Adoption of Articles of Association:

The existing AoA are based on the provisions of the Companies Act, 1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act. Hence, the AoA is proposed to be revised duly aligning with the applicable provisions under the Act.

The aforesaid alteration in the MoA and revision of AoA and the consequent proposal for adoption of new set of MoA and AoA require the approval of member by way of Special Resolution as provided under the Act.

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 adoption of a new set of the MoA and the AoA in substitution of existing MoA and AoA of the Company for the approval of members.

ITEM NO. 13:

Related Party Transaction of the Company with ONGC Petro-additions Limited (OPaL), an Associate Company:

Pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rules made there under and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, have mandated necessary ratification/ approval of members at the general meeting for specified related party transaction.

The Company proposes to enter into material related party transaction as detailed here under during the current financial year.

Name of the Related Party -Relationship	Nature of transaction	Transaction Value
ONGC Petro additions Limited (OPaL) - an associate company of ONGC.	Issue of Letter of Comfort with respect to debt to be raised by OPaL.	Not exceeding ₹10,000 crore plus interest thereon

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

from voting on this resolution.

The Board of Director recommends the related resolution for your approval.

Except the President of India, Indian Oil Corporation Ltd., GAIL India Ltd. and the Directors of the Company. No other person is in any way concerned or interested in the resolution.

By Order of the Board of Director

New Delhi
21.08.2018

Sd/-
(M E V Selvamm)
Company Secretary

INSTRUCTIONS FOR E-VOTING

E-voting Particulars

<i>EVEN (E-Voting Event Number)</i>	<i>USER ID</i>	<i>PASSWORD/PIN</i>

The e-voting facility will be available during the following voting period:

<i>Commencement of E-Voting</i>	<i>End of E-Voting</i>
From 09.00 a.m. (IST) on 25 th September 2018	Upto 05.00 p.m. (IST) on 27 th September 2018

The instructions for E-Voting are as under:

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 :

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

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.

- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- 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?

- 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.
- 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.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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 aman@vinodkothari.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Relevant Information for e-voting:

- ✓ The e-voting period will commence on 25.09.2018 (9.00 a.m. IST) and end on 27.09.2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 21.09.2018, 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 21.09.2018.
- ✓ Any person who acquires shares of the Company and becomes a member after 17.08.2018 (i.e., the cut-off dated for dispatch of the Notice of AGM) and continues to remain a member as on cut-off date for e-voting i.e., 21.09.2018 may obtain the login ID and password by sending a request at evoting@nsdl.com or rta@alankit.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 electronic 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 electronic voting.
- ✓ Shri Aman Nijhawan of M/s. Vinod Kothari & 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, to the Chairman of the Company or any other person so authorised by him, so that the results could be the submitted to the stock exchange(s) within 48 hours from the conclusion of the AGM. The Chairman or any other person so authorised 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, on the website of Alankit i.e. www.alankit.com and on the website of NSDL i.e. www.nsdl.co.in 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

NOTICE

ANNEXURE TO THE NOTICE DATED 02.08.2018:

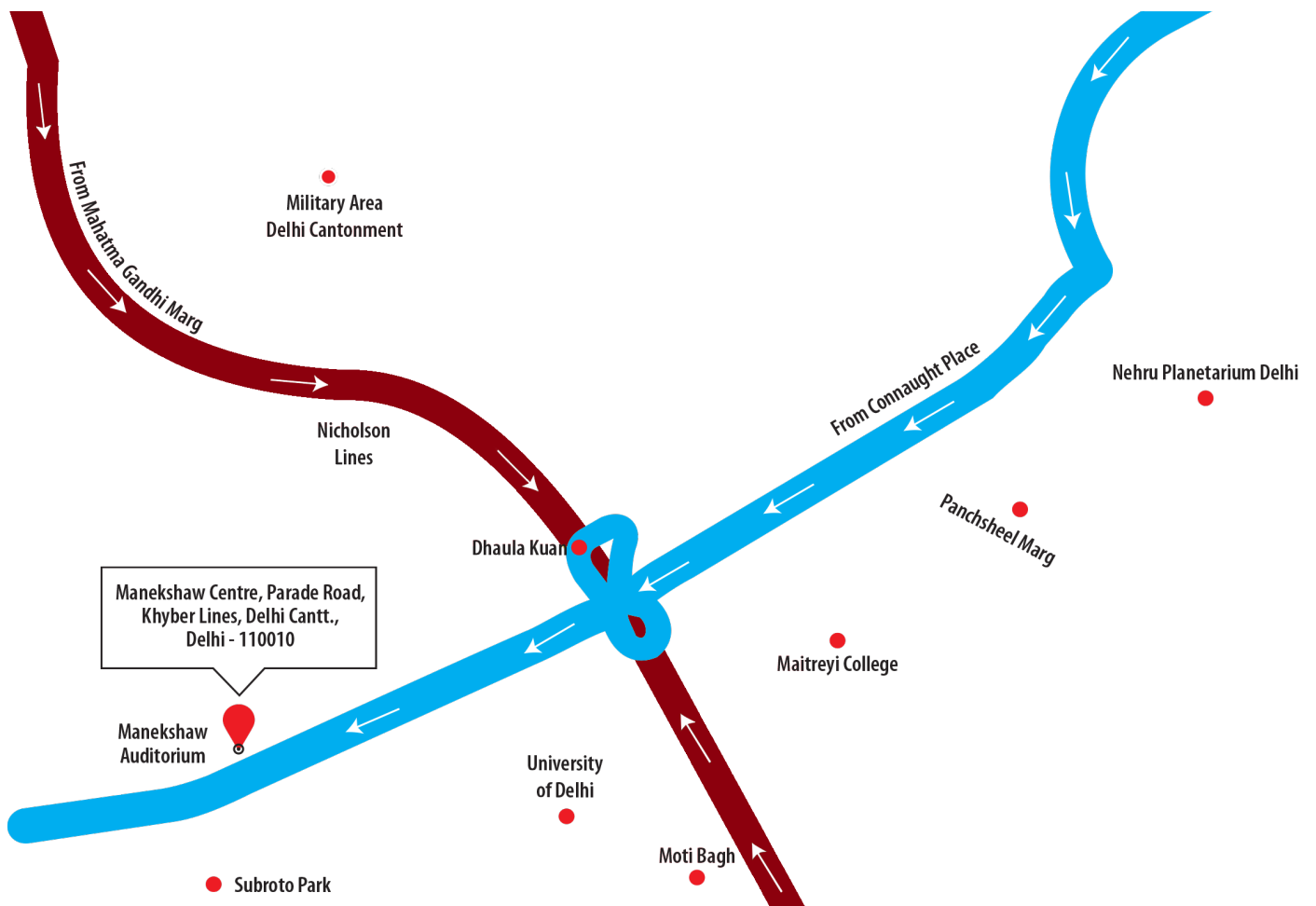
**BRIEF DETAILS OF DIRECTORS RETIRING
BY ROTATION/ SEEKING APPOINTMENT/ RE-APPOINTMENT
AT THE ENSUING ANNUAL GENERAL MEETING:**

Name	Date of Birth & Age (as on 31.07.2018)	Date of Appointment	Qualifications	Number of Shares held	Experience in specific Functional Areas	Directorship held in other Public companies	Chairmanship (C) Membership (M) of Committees across all Public companies*
Shri Ajay Kumar Dwivedi	09.07.1959 59 years	16.03.2015	- Post-graduate from Kanpur University.	1230	Shri Dwivedi has a distinguished career of more than 37 year's of Experience in ONGC, holding key exploration-related assignments at different work centers starting from Mumbai, moving to Dehradun in North, to Chennai in South, then Jorhat in the east, Vadodara in the west and as Basin Manager MBA Basin, Kolkata, before finally taking over Western Offshore as Basin Manager.	1). ONGC Tripura Power Company Limited (Chairman). 2). ONGC Petro-additions Limited	NIL
Smt. Ganga Murthy	10.08.1953 64 years	23.09.2017	- M. Phil from the Department of Economics in the Madras University. - M.Sc. in National Development and Project Planning from the University of Bradford, UK.	455	Smt. Ganga Murthy is retired Indian Economic Service officer of 1976 batch and have has over 3 decades of experience in planning, implementing, monitoring and evaluating schemes and programmes across different sectors of the economy in the Government of India.	NIL	ONGC 1. AC (M) 2. SRC (M)
Shri Shashi Shanker	02.03.1961 57 years	01.10.2017	- Petroleum Engineer from Indian School of Mines (ISM), Dhanbad. - MBA degree with specialization in Finance. - Executive education from Indian Institute of Management, Lucknow and Indian School of Business, Hyderabad.	5,568	Shri Shashi Shanker is an industry veteran with over 30 years of experience in diverse E&P activities. Prior to taking over as Chairman and Managing Director, Shri Shanker held the position of Director (Technical & Field Services) of the Company. Under his leadership, the Company achieved many feats including world record for drilling of the deepest deep water well (water depth of 3174m), Drilling of over 500 wells during FY'17 etc. Under his guidance, a project for paperless office platform is being implemented successfully.	Chairman of 1). Mangalore Refinery & Petrochemicals Limited. 2). ONGC Videsh Limited. 3). Mangalore SEZ Limited. 4). ONGC Tripura Power Company Limited. 5). ONGC Petro-additions Limited. 6). ONGC Mangalore Petrochemicals Limited. Director 7). Petronet LNG LTD.	NIL
Dr. Sambit Patra	27.11.1973 44 years	28.10.2017	- MBBS from VSS Medical College and Hospital, Burla, Sambalpur, Odissa, - MS from SCB Medical College, Cuttak, Utkal University, Odissa.	Nil	Dr. Sambit Patra qualified UPSC Combined Medical Services in 2003 and joined Hindu Rao Hospital, Delhi.	1). 'Centre for Holistic Advancement and upliftment of Poor & Landless	ONGC 1. SRC (C)

Name	Date of Birth & Age (as on 31.07.2018)	Date of Appointment	Qualifications	Number of Shares held	Experience in specific Functional Areas	Directorship held in other Public companies	Chairmanship (C) Membership (M) of Committees across all Public companies*
Shri Subhash Kumar	01.01.1962 56 years	31.01.2018	<ul style="list-style-type: none"> - Fellow Member of ICMAI; - Associate Member of ICSI. - Bachelor Degree and Masters' Degree in Commerce both with Gold Medal. 	30	<p>Shri Kumar joined ONGC in 1985 as Finance & Accounts Officer (F&AO) and worked in different streams of finance and accounts functions including as Chief of Commercial & Head Treasury of the Company. During his posting tenure at OVL, he played active role in evaluation and acquisition of many assets abroad.</p> <p>Prior to joining as Director (Finance) of the Company, Shri Kumar served a brief stint as Director (Finance) with Petronet LNG Limited.</p>	<ol style="list-style-type: none"> 1). ONGC Petro-additions Limited (OPaL) 2). ONGC Tripura Power Company Limited. 3). Mangalore Refinery and Petrochemicals Limited. 4). Hindustan Petroleum Corporation Limited. 5). Petronet MHB Limited. 	<p>ONGC</p> <p>1. SRC (M)</p> <p>OPaL</p> <p>2. AC (M)</p>
Shri Rajesh Shyamsunder Kakkar	14.04.1961 57 years	19.02.2018	<ul style="list-style-type: none"> - Bachelors degree in Mechanical Engineering with Honors from Ravi Shankar University, Raipur. - Global Managers' program at IIM, Kolkata - Leadership Development Program at IIM, Bangaluru. 	4,758	<p>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.</p>	<ol style="list-style-type: none"> 1) Pawan Hans Limited (PHL) 2) ONGC Petro-additions Limited. 3) ONGC Mangalore Petrochemicals Limited. 	<p>ONGC & PHL</p> <p>1. AC (M)</p>
Shri Sanjay Kumar Moitra	04.05.1960 58 years	18.04.2018	<ul style="list-style-type: none"> - BE in Mechanical Engineering from Jabalpur University, India - Advance Management Course from Cambridge University, UK in 2011. 	Nil	<p>Shri Sanjay Kumar Moitra has over 35 years of experience in oil & gas production activities at various Indian basins. Shri Moitra has conceptualised many out-of-box ideas for efficient resource management leading to implementation of a large number of complex and high-value projects in India's oil & gas industry.</p> <p>Before assuming charge as Director (Onshore), Shri Moitra headed the Bassein & Satellite (B&S) Asset in Western Offshore, Mumbai - the highest gas-producing and second highest oil producing Asset of ONGC and the country - since 2013.</p>	<ol style="list-style-type: none"> 1). ONGC Mangalore Petrochemicals Limited. (OMPL) 2). Dahej SEZ Limited. 	<p>OMPL</p> <p>1. AC (C)</p>

* 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 25th AGM



Electronic Clearing Services (ECS) Request Form

The Company extends the ECS 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, Jamshedpur, 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 ECS 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.

Electronic Clearing Services (ECS) Request form

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

SHAREHOLDERS IN PHYSICAL FORM	SHAREHOLDERS IN DEMAT FORM
Alankit Assignments Ltd (Alankit), Alankit Heights, 1E/13 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 : ECS Mandate/ Bank form for Dividend Payment

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

1) For shares held in physical form

Folio No:

2) For shares held in Electronic form [**Shareholders holding shares in electronic form should forward 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 on the cheque

OIL AND NATURAL GAS CORPORATION LIMITED

CIN: L74899DL1993GOI054155

Reg. office: Plot No. 5A-5B, Nelson Mandela Marg, VasantKunj, South West Delhi - 110 070

Website: www.ongcindia.com email:secretariat@ongc.co.in Tel: 011-26750999/26129000

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 Idor failing him

2. of having e-mail Idor failing him

3. of having e-mail Idor 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 25th Annual General Meeting of the Company, to be held on Friday, 28th September, 2018 at 10.00 A.M. at Manekshaw Auditorium, Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantonment, Delhi-110010 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, 2018, together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller & Auditor General of India.			
2.	To declare final dividend on equity shares for the financial year 2017-18.			
3.	To appoint a Director in place of Shri Ajay Kumar Dwivedi, 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 Auditors of the Company for the Financial Year 2018-19, in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.			
SPECIAL BUSINESS				
5.	To appoint Smt. Ganga Murthy (DIN 07943103) as Director of the Company.			
6.	To appoint Shri Shashi Shanker (DIN 06447938) as Director of the Company.			
7.	To appoint Dr. Sambit Patra (DIN 03029242) as Director of the Company.			
8.	To appoint Shri Subhash Kumar (DIN- 07905656) as Director of the Company.			
9.	To appoint Shri Rajesh Shyamsunder Kakkar (DIN 08029135) as Director of the Company.			
10.	To appoint Shri Sanjay Kumar Moitra (DIN 08065998) as Director of the Company.			
11.	To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2019.			
12.	Adoption of revised Memorandum of Association and the Articles of Association of the Company:			
13.	Related Party Transaction of the Company with ONGC Petro-additions Limited (OPaL), an Associate Company:			

Signed this day of 2018

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

.....TEAR HERE.....

Oil and Natural Gas Corporation Limited

CIN: L74899DL1993GOI054155

Reg. office: Plot No. 5A-5B, Nelson Mandela Marg, VasantKunj, South West Delhi - 110 070

Website: www.ongcindia.com, email: secretariat@ongc.co.in, Tel: 011-26750999/26129000

Attendance Slip

Please fill in this attendance slip and hand it over at the entrance of the meeting venue.

D.P ID*	
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Folio No.	
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Client ID*	
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No. Of Share(s) held	
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I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 25th Annual General Meeting of the Oil and Natural Gas Corporation Limited held on Friday, 28th September, 2018 at 10.00 A.M. at Manekshaw Auditorium, Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantonment, Delhi-110010

Members/Proxy's name in Block Letters

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

Signature of Member/Proxy

