

OIL AND NATURAL GAS CORPORATION LIMITED
CIN: L74899DL1993GOI054155

Reg. office: JEEVAN BHARATI, 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 22nd Annual General Meeting of the Members of OIL AND NATURAL GAS CORPORATION LIMITED will be held on Tuesday, the 15th September, 2015 at 10:00 hrs. at NDMC Indoor Stadium, Talkatora Garden, New Delhi, 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, 2015, together with the Board's Report, 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.
2. To confirm the payment of two interim dividends and declare final dividend on equity shares for the year 2014-15.
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.
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 Section 139(5) read with Section 142 of the Companies Act, 2013 and to pass the following resolution, with or without modification(s), as 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 2015-16, 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 U. P Singh (DIN- 00354985) who was appointed as an Additional Director (Govt.

Director) under Section 161 of the Companies Act, 2013, effective 16th October, 2014 and holds office upto the 22nd 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. 6

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

"RESOLVED THAT Shri Ajay Kumar Dwivedi (DIN-07048874) who was appointed as an Additional Director and designated as Director (Exploration) under Section 161 of the Companies Act, 2013, effective 16th March, 2015 and holds office upto the 22nd Annual General meeting and the Company having received a notice in writing, under Section 160 of the Companies Act, 2013, from Shri A. K. Dwivedi 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. 7

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

"RESOLVED THAT Smt. Atreyee Das (DIN-07194189) who was appointed as an Additional Director (Govt. Director) under Section 161 of the Companies Act, 2013, effective 14th May, 2015 and holds office upto the 22nd Annual General meeting and the Company having received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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 V. P. Mahawar(DIN-07208090) who has been appointed as an Additional Director by the Board of Directors and designated as Director (Onshore) under Section 161 of the Companies Act, 2013, effective 1st August, 2015 and holds office upto the 22nd Annual General meeting and the Company having received a notice in writing, under Section 160 of the Companies Act, 2013, from Shri V. P. Mahawar proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Regd. Office:

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

1st August, 2015

ITEM No. 9

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 ₹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, be and is hereby ratified.”

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 Clause 49 of the Listing Agreement with the Stock Exchanges is annexed hereto and 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 **Wednesday, the 9th September, 2015 to Tuesday, the 15th September, 2015 (both days inclusive).**
5. The Board had recommended a final Dividend of ₹0.50 per equity share of ₹5/- each fully paid up, at its meeting held on 28th May, 2015. 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 Tuesday, the 8th September, 2015 and the respective Beneficial Owners as at the close of business hours on Tuesday, the 8th September, 2015, 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 & 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.
7. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered office of the Company on all working days i.e Monday to Friday between 10.30 a.m. to 12.30 p.m. upto the date of Annual General Meeting.
8. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent of the Company – M/s. Karvy Computershare Private Ltd. (Karvy), Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, Phone Nos. 040 - 6716 2222, Fax No. 040 - 2300 1153; e-mail : einward.ris@karvy.com. Karvy 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 Karvy Computershare Private Ltd. 305, 3rd Floor, New Delhi House, 27, Barakhamba Road, Connaught Place, New Delhi-110001, Phone Nos. **011-41036370 (tele-fax) & 43528522** ; e-mail: **delhi@karvy.com** and at the Registered Office of the Company at 8th Floor, Jeevan Bharati, 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/NECS 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 8th September, 2015 to M/s Karvy Computershare Private Ltd.
12. 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 19th September, 2007 for the financial year 2006-07 and interim dividend declared on 22nd December, 2007 for the financial year 2007-08, to the Investor Education and Protection Fund of the Central Government. **The unpaid/unclaimed amount of Final Dividend declared on 19th September, 2008 and Interim Dividend declared on 19th December, 2008 will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government by 18th October, 2015 and 18th January, 2016 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 there of.**
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 Karvy 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 Karvy Computershare Private Limited, 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 2014-15 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 there under and Clause 35B of the listing agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by **M/s Karvy Computershare Private Ltd.(KCPL)**, on all resolutions set forth in this Notice. The instruction for e-voting are annexed to the notice. The notice of 22nd 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. 2B in their own interest. Blank form can be obtained from Karvy 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 Karvy Computershare Private 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 2015-16 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.

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

Item No.5

APPOINTMENT OF SHRI U. P. SINGH

Shri U. P. Singh was appointed as an Additional Director (Govt. Director) on the Board of ONGC effective 16th October, 2014. In terms of Section 161 of the Companies Act, 2013, he holds office upto the 22nd 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 U. P. Singh as candidate for the office of Director. Shri U. P. Singh, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company.

Born on 10th October, 1962, Shri U. P. Singh an IAS Officer of 1985 Batch, Odisha Cadre, is a B.Tech. (Mechanical Engineering) and M.Tech in Industrial & Management Engineering from IIT, Kanpur. Shri Singh has held important positions in Government of Odisha as well as Government

of India. In the State Government of Odisha, he has worked in Departments of Land Revenue, Social Justice & Empowerment, Energy, Transport, Finance, Water Resources, Industries and Agriculture & Cooperation. In the Central Government, he has worked as PS to Minister of Parliamentary Affairs and Tourism, Director in Department of Financial Services, Ministry of Finance and Joint Secretary, Ministry of Steel. He has also been on the Boards of Allahabad Bank, United Bank of India, Steel Authority of India Ltd and KIOCL as Government Nominee Director. He is presently the Additional Secretary (Expl.) in the Ministry of Petroleum & Natural Gas.

Shri U. P. Singh is also acting as the CMD of Oil India Ltd.

He holds **NIL** equity shares in ONGC.

Except Shri U. P. Singh, 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 U. P. Singh, 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 A. K. DWIVEDI

Shri A. K. Dwivedi was appointed as an Additional Director and designated as Director (Exploration) on the Board of ONGC effective 16th March, 2015. In terms of Section 161 of the Companies Act, 2013, he holds office upto the 22nd 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, signifying his intention as candidate for the office of Director. Shri A. K. Dwivedi, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company.

Born on 9th July 1959, Mr. A. K. Dwivedi holds a post-graduate degree from Kanpur University. Mr. Dwivedi has 34 years of experience in ONGC. He joined ONGC Board on 16.03.2015 at a crucial juncture when the business environment is not only challenging but also demanding in respect of exploration. Prior to becoming Director (Exploration), he was 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. Mr. Dwivedi has played pivotal roles in the Management Committees of various NELP blocks.

Mr. Dwivedi has authored a number of technical papers. Mr. Dwivedi was Head of the steering committee for project on sequence-stratigraphy and petroleum systems in all the sedimentary basins of India in association with Dr. Octavian Cataneanu, an expert in sequence stratigraphy. A strong believer in continuous development, Mr. Dwivedi has undergone various development programs, including those at Indian School of Business, Hyderabad and University of Alberta School of Business, Alberta, Canada. He is affiliated to SPG - India, AEG – India and SPE and presently holds the office of President, SPG-India.

Shri A. K. Dwivedi holds Directorship on the Board of ONGC Petro-additions Ltd. He holds **820** equity shares of ₹5 each in ONGC.

Except Shri A. K. Dwivedi, 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. Dwivedi, 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 SMT. ATREYEE DAS

Smt. Atreyee Das was appointed as an Additional Director (Govt Director) on the Board of ONGC effective 14th May, 2015. In terms of Section 161 of the Companies Act, 2013, she holds office upto the 22nd 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 Smt. Atreyee Das as candidate for the office of Director. Smt. Atreyee Das, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company.

Born on 13th June, 1965 Smt. Atreyee Das belongs to the 1989 batch of Indian Audit and Accounts Service under the Comptroller and Auditor General of India. She has more than 24 years of experience in the field of public auditing and has conducted several performance audits, financial audits and compliance audits. She was on secondment to the

United Nations as an internal auditor and worked in the United Nations peacekeeping Mission in Ethiopia and Eritrea. She had also been an external auditor to UNEP and FAO and was recently nominated as an external auditor for the new spell of UN audits assigned to the CAG of India.

Before taking charge of Director General, Petroleum Planning and Analysis Cell, Ministry of Petroleum and Natural Gas, New Delhi since September, 2014, she held various important positions such as - Director General, Office of the Director General of Commercial Audit and ex-officio Member Audit Board-IV, New Delhi from May, 2013 to September, 2014, Principal Director (State Receipt Audit) and Central Region in the O/o The Comptroller and Auditor General of India, New Delhi from April, 2010 to June, 2013, Accountant General (Commercial, Works and Receipt Audit), Orissa from September, 2006 to April, 2010, Principal Director of Audit, East Coast Railway, Bhubaneswar from April, 2006 to September, 2006, on deputation to the United Nations from September, 2004 to December, 2005, Director of Audit, Northern Railway from March, 2002 to September, 2004 etc.

Smt. Atreyee Das does not hold any directorship.

She holds **Nil** equity shares in ONGC.

Except Smt. Atreyee Das, 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 Smt. Atreyee Das, it would be in the interest of the Company to appoint her as a Director of the Company. The Board recommends the resolution for your approval.

Item No.8

APPOINTMENT OF SHRI V. P MAHAWAR

Shri V. P Mahawar has been appointed as an Additional Director by the Board of Directors and designated as Director (Onshore) on the Board of ONGC effective 1st August, 2015. In terms of Section 161 of the Companies Act, 2013, he holds office upto the 22nd 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, signifying his intention as candidate for the office of Director. Shri V. P Mahawar, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company.

Born on 8th February 1958, Mr. V. P. Mahawar is a Graduate in Mechanical Engg. from Pandit Ravi Shankar Shukla University, Raipur. He joined ONGC as Driller in the year 1982. He is the first sub-sea engineer of ONGC. He was awarded as CMD's Young Executive of the year in 1987 and CMD's Manager of the year award in the year 1999. He has 33 years of oil field experience in various capacities across entire spectrum of ONGC.

He pioneered in establishment of Well Control School at Institute of Drilling Technology (IDT), Dehradun, which has been imparting training to ONGCians and oil personnel from Indian as well as foreign oil companies, in understanding the well control techniques & equipment leading to upward change in drilling fraternity's skill & knowledge.

A veteran of numerous Blow-out control jobs and an expert in handling the complicated well control problems, he has successfully controlled more than 33 Blow-outs and liquidated more than 100 well control complications of Drilling, Well Services and producing wells successfully in Onshore & Offshore fields of ONGC, OVL & other operators in India with enviable track record of safety. Mr. Mahawar was the major force and face of the Crisis Management Team (CMT) of ONGC making ONGC self-reliant in dealing with well control situations.

He has to his credit more than 25 Nos. of papers presented in international conferences. He developed "Well Control Manual for Offshore Operations" and part of the team to develop OISD Standard 174 for Well Control Practices.

Shri V. P. Mahawar does not hold any other Directorship

He holds 1272 equity shares of ₹5 each in ONGC.

Except Shri V. P. Mahawar, 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 V. P. Mahawar, 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

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2015-16

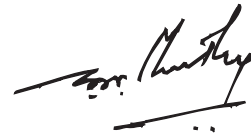
The Board of Directors of the Company on the recommendations of the Audit & Ethics Committee have approved appointment of the following Cost Auditors of ONGC for the year 2015-16 at a remuneration of ₹ 3.25 Lakh (Rupees Three Lakh twenty five thousand only) per Cost Auditor plus applicable service tax 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 Bharti Building
Tower II, 124 Indira Chowk,
New Delhi - 110 001

1st August, 2015

Brief Resume and other Information in respect of Director seeking re-election at the 22nd AGM

Name	Date of Birth & Age (as on 01/08/2015)	Date of Appointment	Qualifications	No. of Shares held	Experience in Specific Functional Areas	Directorship held in other Public companies	Chairmanship/ Membership of Committees across all Public companies
Shri Shashi Shanker	02.03.1961 54 years	01.12.2012	B Tech in Petroleum Engineering from Indian School of Mines, Dhanbad and MBA with specialization in Financial Management from IGNOU. He undertook Management Development programme from IIM, Lucknow and Leadership Development Programme at ISB, Hyderabad.	3712	32 years of experience in Oil Industry and having wide exposure in diverse E&P activities both in onland & ofshore operations, R&D activities and spearheading the deep/ultra-deep water drilling campaign of ONGC.	NIL	NIL



Our endeavours for a sustainable future go along with the technological steps we take for the energy security of the nation.

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 12th September, 2015	Upto 05.00 p.m (IST) on 14th September, 2015

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.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and Password mentioned in the notice). However, if you are already registered with Karvy 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: an_kukreja@rediffmail.com with a copy marked to evoting@karvy.com.

Relevant Information for e-voting:

- The e-voting period commences on **12.09.2015 (9.00 a.m. IST) and ends on 14.09.2015 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **08.09.2015**, may cast their vote electronically. The e-voting module shall be disabled by KCPL 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 **08.09.2015**.
- **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 of the cut-off date i.e 08.09.2015. may obtain the login ID and password by sending a request at evoting@karvy.com.** If you are already registered with KCPL for e-voting then you can use your existing user ID and password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the “download” section of <https://evoting.karvy.com> or call Karvy Computershare Private Limited on 1800 345 4001 (toll free).
- 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 A. N. Kukreja of M/s A. N.Kukreja & Co., Practicing Company Secretary (Membership No. FCS 1070), 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 three working days 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 KCPL 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.



Quality assurance is the promise ONGC strictly adheres to everywhere: in the infrastructure it builds and operates, in the services it renders and the human resources it relies on.

OIL AND NATURAL GAS CORPORATION LIMITED
 CIN: L74899DL1993GOI054155
 Reg. office: JEEVAN BHARATI, 124 INDIRA CHOWK, NEW DELHI- 110001
 Website: www.ongcindia.com email: secretariat@ongc.co.in Tel: 011-23301277/1299

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 22nd Annual General Meeting of the company, to be held on **Tuesday, 15th September, 2015 at 10.00 A.M. at NDMC Indoor Stadium, Talkatora Garden, New Delhi** and at any adjournment thereof in respect of such resolutions as are indicated below:

SI No.	RESOLUTIONS	Vote (please mention no. of shares)		
		For	Against	Abstain
ORDINARY BUSINESS				
1	To receive, consider and adopt the Audited Financial Statements including consolidated Financial Statements of the Company as at 31 st March, 2015, together with the Board's Report, 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.			
2	To confirm the payment of two interim dividends and declare final dividend on equity shares for the year 2014 -15.			
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.			
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 section 139(5) read with section 142 of the Companies Act, 2013.			
SPECIAL BUSINESS				
5	To appoint Shri U. P Singh (DIN-00354985) as Director of the Company.			
6	To appoint Shri A. K. Dwivedi(DIN-07048874) as Director of the Company.			
7	To appoint Smt. Atreyee Das (DIN- 07194189) as Director of the Company.			
8	To appoint Shri V. P. Mahawar (DIN- 07208090) as Director of the Company.			
9	To ratify the remuneration of the Cost Auditors for the financial year ending 31 st March 2016.			

Signed this..... day of..... 2015

Signature of shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Affix revenue stamp of ₹1

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.



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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 22nd Annual General Meeting of the Oil And Natural Gas Corporation Limited held on **Tuesday, 15th September, 2015 at 10.00 A.M. at NDMC Indoor Stadium, Talkatora Garden, New Delhi.**

Members/proxy's name in Block Letters

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

Signature of Member/Proxy

