

To,  
The Members,  
ONGC Videsh Limited,  
New Delhi-110001.

**Certificate on Compliance of Guidelines on Corporate Governance**

1. We have examined the compliance of Guidelines on Corporate Governance by ONGC Videsh Ltd for the year ended 31<sup>st</sup> March, 2010 as stipulated in O.M. No. 18(8)/2005-GM dated 22.6.2007 and modified by O.M. of the same number dated 14<sup>th</sup> May, 2010 of the Ministry of Heavy Industries and Public Enterprises, Department of Public enterprises, Government of India.
2. The compliance of Guidelines on Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the Guidelines on Corporate Governance. It is neither an audit nor an expression of opinion on financial statements of the company.
3. In our opinion and to the best of our information and according to the explanations given to us by the management, we certify that, except the composition of the Board of Directors and Audit Committee with regard to independent Directors, the Company has complied with the guidelines on Corporate Governance as stipulated in the OM mentioned above.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A.N.Kukreja & Co.  
Company Secretaries

  
(A.N.Kukreja)  
Proprietor,  
CP 2318



New Delhi  
6 July, 2010