

ONGC VIDESH LIMITED

NEW DELHI



No. ONGC Videsh/CS/AGM/2016/1

2nd September, 2016

1. Mr. D. K. Sarraf, Chairman & Member, ONGC Videsh
2. Mr. Narendra K. Verma, MD & Member
3. Mr. P. K. Rao, D(O)
4. Mr. Sudhir Sharma, D(E)
5. Mr. Vivekanand, D(F)
6. Mr. Sunjay Sudhir, Director & Chairman, Audit Committee and HRM & Remuneration Committee
7. Ms. Sharmila Chavaly, Director
8. Mr. S. P. Garg, Member
9. Mr. Shashi Shanker, Member
10. Mr. T. K. Sengupta, Member
11. Mr. D. D. Misra, Member
12. Mr. A. K. Dwivedi, Member
13. Mr. V. P. Mahawar, Special Invitee
14. Mr. A. K. Srinivasan, Special Invitee
15. Mr. V. N. Murthy, CS, ONGC
16. Prem Gupta & Co., Statutory Auditors
17. B.C. Jain & Co., Statutory Auditors
18. Meenu Gupta & Associates, Secretarial Auditors
19. IDBI Trusteeship Services Limited Debenture Trustee

Subject: 51st Annual General Meeting of ONGC Videsh Limited

Madam/ Sir,

The 51st Annual General Meeting of ONGC Videsh Limited has been scheduled to be held on **Monday, the 5th day of September, 2016 at 14:30 hours** in the **Board Room at 4th Floor, Kailash Building, 26, Kasturba Gandhi Marg, New Delhi-110001**. The Notice of meeting is enclosed for your kind consideration.

You are requested to kindly make it convenient to attend the Annual General Meeting.

Thanking you,

Yours faithfully,

for **ONGC Videsh Limited**

sd/-

(S. B. Singh)

Company Secretary

Encls: As above

ONGC VIDESH LIMITED

NEW DELHI



NOTICE

NOTICE is hereby given that the **51st Annual General Meeting** of the members of **ONGC Videsh Limited** will be held on **Monday, the 5th day of September, 2016 at 14:30 hours** in the **Board Room, 4th Floor, Kailash Building, 26, Kasturba Gandhi Marg, New Delhi – 110001** to transact the following business:

ORDINARY BUSINESS

To consider and, if thought fit, to pass, the following resolutions as Ordinary Resolutions:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016, together with the Reports of the Board of Directors and Statutory Auditors thereon and comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.
2. To appoint a Director in place of Mr. P. K. Rao (DIN: 06988738), who retires by rotation at the meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Dinesh Kumar Sarraf (DIN: 00147870), who retires by rotation at the meeting and being eligible, offers himself for re-appointment.
4. To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2016-17 in terms of 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 an Ordinary Resolution:

“RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to decide and fix the remuneration of Joint Statutory Auditors of the Company for the Financial Year 2016-17, 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 Mr. Sunjay Sudhir (DIN: 07396936) who was appointed as an Additional Director (Government Nominee) under Section 161 of Companies Act 2013 with effect from 7th January 2016 and holds office upto the 51st Annual General Meeting and in respect of whom the Company has received a notice in writing from ONGC, under Section 160(1) of the Companies Act 2013, proposing his candidature for directorship, 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 Mr. Vivekanand (DIN: 07566552) who was appointed as an Additional Director under Section 161 of Companies Act 2013 and designated as Director (Finance) with effect from 1st September 2016 and holds office upto the 51st Annual General Meeting and in respect of whom the Company has received a notice in writing from Mr. Vivekanand, under Section 160(1) of the Companies Act 2013, proposing himself for directorship, be and is hereby appointed as a Director of the Company, liable to retire by rotation, on terms and conditions as may be decided by the Ministry of Petroleum & Natural Gas, Government of India.”

Regd. Office:
6th Floor, “Kailash”
26, Kasturba Gandhi Marg,
New Delhi-110001
CIN: U74899DL1965GOI004343

**By Order of the Board of Directors
ONGC Videsh Limited**

**Sd/-
(S. B. Singh)
Company Secretary**

Date: 2nd September, 2016
Place: New Delhi

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED. THE PROXY FORM, DULY COMPLETED, IS REQUIRED TO BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.**
- 2. RELEVANT EXPLANATORY STATEMENT AS REQUIRED UNDER THE PROVISIONS OF THE SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING IS ANNEXED HEREWITH AND FORMS PART OF THE NOTICE.**
- 3. THE COMPANY HAS DESIGNATED AN EXCLUSIVE E-MAIL ID AT SECRETARIAT@ONGCVIDESH.IN FOR REDRESSAL OF INVESTORS' COMPLAINTS/ GRIEVANCES, IN CASE YOU HAVE ANY QUERIES/ COMPLAINTS OR GRIEVANCES, PLEASE WRITE TO US AT THE ABOVE EMAIL ADDRESS.**
- 4. COMPLETE PARTICULARS OF THE VENUE OF THE ANNUAL GENERAL MEETING INCLUDING ROUTE MAP IS PROVIDED IN THE ANNUAL REPORT.**
- 5. RELEVANT DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE AND THE STATEMENTS ARE OPEN FOR INSPECTION BY THE MEMBERS AT THE REGISTERED OFFICE OF THE COMPANY ON ALL WORKING DAYS, DURING BUSINESS HOURS UPTO THE DATE OF THE MEETING.**

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

The following Statements sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 5: APPOINTMENT OF MR. SUNJAY SUDHIR:

Mr. Sunjay Sudhir was appointed as an Additional Director and designated as nominee of MoP&NG on the Board of ONGC Videsh with effect from 7th January, 2016. In terms of Section 161 of the Companies Act, he has been appointed on the Board of ONGC Videsh and holds office upto the date of 51st Annual General Meeting of the Company and is liable to retire by rotation.

The Company has received a notice in writing from ONGC regarding appointment of Mr. Sunjay Sudhir along with the deposit of requisite amount of ₹ 100,000 under Section 160(1) of the Companies Act 2013.

BRIEF RESUME

Mr. Sunjay Sudhir was born on 09th September 1965 and holds degree of Bachelor of Technology from the Indian Institute of Technology, New Delhi (1984-88). He pursued a course in Diplomatic Practice from Oxford University (2001-02) and Certificate Courses, conducted by WTO, in – TRIPS Agreement and Public Health; WTO Law and Jurisprudence; and WTO Dispute Settlement (during 2007-2010).

Mr. Sunjay Sudhir is Joint Secretary (International Cooperation) in the Ministry of Petroleum and Natural Gas. He joined the Indian Foreign Service in 1993. Before this he was Consul General of India in Sydney. He has also served as Joint Secretary and Head of the Office of External Affairs Minister (2013-14), Counsellor at the Permanent Mission of India to the World Trade Organization, Geneva (2007-11), Head of the Economic and Commercial Wing at the Indian Embassy, Colombo (2004-07), Second Secretary (Political, Information and Culture) at the Indian Embassy, Cairo (1995-97).

During his stints in the Ministry of External Affairs in Delhi, he served as Deputy Chief of Protocol (Ceremonial) handling incoming and outgoing VVIP visits during 2002-04. He has also worked in the Europe West Division (2000).

Mr. Sunjay Sudhir holds directorship in Oil India ltd.

He does not hold any shares of the Company.

He also does not hold, together with his relatives two percent or more of the total voting power of the Company.

Except Mr. Sunjay Sudhir, none of the Directors, Key Managerial Personnel(s) of the Company and/ or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors considers that in view of the background and experience of Mr. Sunjay Sudhir, it would be in the interest of the Company to appoint him as Director of the Company.

The Board recommends the item for your approval.

ITEM NO. 6: APPOINTMENT OF MR. VIVEKANAND:

Mr. Vivekanand was appointed as an Additional Director and designated as Additional Director on the Board of ONGC Videsh with effect from 1st September, 2016. In terms of Section 161 of the Companies Act, he has been appointed on the Board of ONGC Videsh and holds office upto the date of 51st Annual General Meeting of the Company and is liable to retire by rotation.

The Company has received a notice in writing from Mr. Vivekanand, proposing himself for directorship along with the deposit of requisite amount of ₹ 100,000 under Section 160(1) of the Companies Act 2013.

BRIEF RESUME

Mr. Vivekanand was born on 2nd October, 1961 and holds post-graduate degree in Commerce from Delhi University, Master of Business Administration in Finance, Cost & Management Accountant and Post Graduate Diploma in Treasury & Forex Management.

Mr. Vivekanand has experience of over 32 years as Finance and Accounting professional in upstream oil and gas industry. He joined ONGC in 1984 as a Graduate Trainee and worked across different spheres of finance and accounting activities. He has handled key finance assignments related to Treasury, Taxation, Risk Management, Business Development, Overseas projects and various other corporate functions such as Budgeting, Accounting, Internal Audit, Marketing etc. Mr. Vivekanand has also worked to strengthen the business processes and systems of the company through a systematic approach. He has played key roles in financing campaigns of ONGC Videsh raising financing of nearly USD 6 billion in last 3 years.

Mr. Vivekanand do not holds directorship in any other company.

He does not hold any shares of the Company.

He also does not hold, together with his relatives two percent or more of the total voting power of the Company.

Except Mr. Vivekanand, none of the Directors, Key Managerial Personnel(s) of the Company and/ or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors considers that in view of the background and experience of Mr. Vivekanand, it would be in the interest of the Company to appoint him as Director of the Company.

The Board recommends the item for your approval.

Regd. Office:

6th Floor, "Kailash"
26, Kasturba Gandhi Marg,
New Delhi-110001
CIN: U74899DL1965GOI004343

Date: 2nd September, 2016

Place: New Delhi

**By Order of the Board of Directors
ONGC Videsh Limited**

Sd/-
(S. B. Singh)
Company Secretary

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN: U74899DL1965GOI004343

Name of the Company: ONGC VIDESH LIMITED

Registered office: 6th Floor, "KAILASH" 26, KASTURBA GANDHI MARG, NEW DELHI – 110001 INDIA

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:

I/We, being the member (s) of shares of the above named company, hereby appoint*/

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual general meeting of the Company, to be held on **Monday, the 5th day of September, 2016 at 14:30 hours**, in the **Board Room, 4th Floor, Kailash Building, 26, K. G. Marg, New Delhi – 110 001** and at any adjournment thereof in respect of such resolutions as are indicated below:

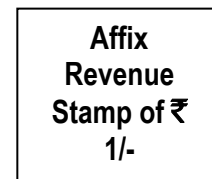
S. No	Resolutions	For	Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended 31 st March, 2016, together with the Reports of the Board of Directors and Statutory Auditors thereon and comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013		

2.	To appoint a Director in place of Mr. P. K. Rao (DIN: 06988738), who retires by rotation at the meeting and being eligible, offers himself for re-appointment.		
3.	To appoint a Director in place of Mr. Dinesh Kumar Sarraf (DIN: 00147870), who retires by rotation at the meeting and being eligible, offers himself for re-appointment.		
4.	To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors of the Company for the Financial Year 2016-17 in terms of provisions of Section 139(5) read with Section 142 of the Companies Act, 2013		
SPECIAL BUSINESS			
5.	To appoint Mr. Sunjay Sudhir (DIN: 07396936) as Director of the Company		
6.	To appoint Mr. Vivekanand (DIN: 07566552) as Director of the Company		

Signed this 2nd day of September 2016.

Signature of shareholder

Signature of Proxy holder(s): _____



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.

ONGC VIDESH LIMITED

NEW DELHI

CIN: U74899DL1965GOI004343

Registered Office: 6th Floor, "Kailash", 26 Kasturba Gandhi Marg, New Delhi - 110001



ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING ROOM:

Name and address of the shareholder:

Folio no.:

No. of Shares:

I hereby record my presence at the 51st Annual general Meeting of the Company held on Monday, the 5th day of September, 2016 at 14:30 hours in the Board Room at 4th Floor, Kailash Building, 26, Kasturba Gandhi Marg, New Delhi-110001.

Signature of the Shareholder/ Proxy