

**ONGC Petro additions Limited**

CIN: U23209GJ2006PLC060282

Registered Office: 1<sup>st</sup> Floor, Omkara Building, Sai Chokdi, Manjalpur, Vadodara-390011, Gujarat  
Website: [www.opalindia.in](http://www.opalindia.in), email: [secretarial@opalindia.in](mailto:secretarial@opalindia.in) Tel: 0265 – 6192600, Fax No: 0265 – 6192666

**NOTICE**

Notice is hereby given that the **11<sup>th</sup> Annual General Meeting** of the members of **ONGC Petro additions Limited** will be held on Saturday, the **9<sup>th</sup> day of September, 2017**, at **17.00 hrs** at the Registered Office of the Company at Omkara Building, Sai Chokdi, Manjalpur, Vadodara-390011 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2017, together with the Reports of the Board of Directors and Auditors' thereon and the 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 Shri T.K. Sengupta (DIN:06802877), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri M.B. Lal (DIN: 00129965), who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorize Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the Financial Year 2017-18, 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 an Ordinary Resolution:

**“RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to decide and fix the remuneration of the Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India for the Financial Year 2017-18, as may be deemed fit by the Board.”**

**SPECIAL BUSINESS:**

**5. To appoint Shri Sanjib Datta as Director**

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

"RESOLVED THAT the appointment of Shri Sanjib Datta (DIN:07008785), ED-GAIL (BD), who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 18<sup>th</sup> January, 2017 and holds office upto the 11<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director on the Board of Directors of the Company, liable to retire by rotation."

by order of the Board of Directors  
for ONGC Petro additions Limited



(Subodh Prasad Pankaj)  
Company Secretary

**Registered Office:**

1<sup>st</sup> Floor, Omkara Building,  
Sai Chokdi, Manjalpur,  
Vadodara-390011, Gujarat

Date : 08.09.2017

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.
2. The proxy form duly completed must be deposited at 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.
3. Relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business to be transacted, as set out above, is annexed hereto.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company during normal business hours (09.00 a.m. to 5.30 p.m.) on all working days between Monday to Saturday (except 1<sup>st</sup>, 3<sup>rd</sup> and 5<sup>th</sup> Saturday of the month) of every week, up to and including the date of the Annual General Meeting of the Company.



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
Item No. 5
Appointment of Shri Sanjib Datta as Director

Shri Sanjib Datta, Executive Director (BD), GAIL was appointed as an Additional Director pursuant to provisions of Section 161 of the Companies Act, 2013 on the Board of ONGC Petro additions Limited with effective from 18<sup>th</sup> January, 2017. Shri Sanjib Datta holds office upto the 11<sup>th</sup> Annual General Meeting of the Company. The Company has received a notice in writing from a member proposing his candidature for the office of Director. Shri Sanjib Datta, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013.

**Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment/re-appointment at the Annual General Meeting**
**SANJIB DATTA (DIN 07008785)**

Sl. No.	Particulars	Facts
1.	Age	54 Years
2.	Qualifications	Bachelor of Engineering
3.	Experience	32 Years
4.	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointed as Non-Executive Directors w.e.f. 18 <sup>th</sup> January, 2017, representing GAIL (India) Limited, one of the Promoters of the Company liable to retire by rotation
5.	Last drawn remuneration	Not Applicable
6.	Date of first appointment on the Board	18 <sup>th</sup> January, 2017
7.	Shareholding in the Company (No. of share held)	NIL
8.	Relationship with other Directors, Managers & other Key Managerial personnel of the Company	Not related
9.	Number of Board Meeting attended during the year 2016-17	Two out of Three
10.	Other Directorship	1) GAIL Global (USA) Inc. 2) GAIL Global (USA) LNG LLC 3) Fayum Gas Company 4) South East Asia Gas Pipeline Company Limited 5) TAPI Pipeline Company Limited
11.	Chairman of the Committees of Boards of other companies	NIL
12.	Member of the Committees of Boards of other companies	NIL

Except Shri Sanjib Datta, none of the Directors, Key Managerial Personnel of the Company and their relatives is any way concerned or interested in the Resolution set out in Item No. 5 of the Notice.

The Board of Directors recommends the Resolution as set out in Item No.5 for your approval.

**by order of the Board of Directors  
for ONGC Petro additions Limited**



**(Subodh Prasad Pankaj)  
Company Secretary**

**Registered Office :**

1<sup>st</sup> Floor, Omkara Building, Sai Chokdi, Manjalpur,  
Vadodara-390011, Gujarat

Date : 08.09.2017



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Proxy form in Form No. MGT-11

[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. .... having e-mail ID ..... or failing him.
2. .... having e-mail ID ..... or failing him.
3. .... having e-mail ID ..... or failing him.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11<sup>th</sup> Annual General Meeting of the company, to be held on **Saturday 9<sup>th</sup> September, 2017 at 17.00 hrs** at the Registered Office of the Company at **Omkara Building, Sai Chokdi, Manjalpur, Vadodara-390011, Gujarat** and at any adjournment thereof in respect of such resolutions as are indicated below :

SI. No.	RESOLUTIONS DESCRIPTION	Vote (Please mention no. of Shares)		
		For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31 <sup>st</sup> March, 2017, together with the Reports of the Board of Directors and Auditors' thereon and the 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 Shri T.K. Sengupta (DIN-06802877), who retires by rotation and being eligible, offers himself for re-appointment.			
3	To appoint a Director in place of Shri M.B. Lal (DIN-00129965), who retires by rotation and being eligible, offers himself for re-appointment.			
4	To authorize Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the Financial Year 2017-18, in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.			
<b>SPECIAL BUSINESS</b>				
5	To appoint Shri Sanjib Datta as Director			

Signed this..... day of ..... 2017

Signature of shareholder

Signature of Proxy holder(s)

Signature of Second Proxy holder(s)

Signature of Third Proxy holder(s)

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 attendance slip and hand it over at the entrance of the meeting venue.

NAME AND ADDRESS OF THE SHAREHOLDER(S) :

Number of Share(s) held :

Folio No :

I certify that I/we are member(s)/proxy for the member(s) of ONGC Petro additions Limited

I hereby record my/our presence at the **11<sup>th</sup> Annual General Meeting** of the ONGC Petro additions Limited held on **Saturday 9<sup>th</sup> September, 2017 at 17.00 hrs** at the Registered Office of the Company at **Omkara Building, Sai Chokdi, Manjalpur, Vadodara-390011, Gujarat.**

Members/Proxy's name in Block Letters

Signature of the Shareholder(s) or Proxy