

**ONGC Petro additions Limited**

CIN: U23209GJ2006PLC060282

Registered Office: 4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited

R.C. Dutt Road, Alkapuri, Vadodara-390007, 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 13<sup>th</sup> Annual General Meeting of the Members of ONGC Petro additions Limited will be held on Monday, the 30<sup>th</sup> September, 2019 at 15:00 Hours at 35, Nutan Bharat Cooperative Housing Society Limited, R.C. Dutt Road, Alkapuri, Vadodara – 390007, Gujarat 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, 2019, statement of Profit & Loss for the year ended on 31<sup>st</sup> March, 2019, Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors' thereon and the comments of the Comptroller & Auditor General of India, in pursuance of Section 143 (6) of the Companies Act, 2013.
2. To appoint a Director in place of Shri Shashi Shanker (DIN:06447938) who retires by rotation and being eligible offers himself for re-appointment as a Director of the Company.
3. To appoint a Director in place of Shri Subhash Kumar (DIN:07905656) who retires by rotation and being eligible offers himself for re-appointment as a Director of the Company.
4. To authorize Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the Financial Year 2019-20, 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 pursuant to applicable provisions of the Companies Act, 2013, approval of the members be and is hereby accorded for authorising the Board of Directors of the Company to decide and fix the remuneration payable to Auditors of the Company as may be appointed by the Comptroller and Auditor General of India (CAG) for the Financial Year 2019-20.”**

**SPECIAL BUSINESS:**

5. **To appoint Ms. Pomila Jaspal as a Director of the Company**

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

“RESOLVED THAT pursuant to provisions of Section 149, Section,152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Pomila Jaspal (DIN:08436633), who was appointed as a Woman Director and Additional Director by the Board of Directors with effect from 29<sup>th</sup> April, 2019 to hold office until the date of this Annual General Meeting, in terms of Section 161(1) of Companies Act, 2013 and Articles of Association of the Company and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, signifying his intention to propose Ms. Pomila Jaspal (DIN:08436633), as a candidate for the office of Director of the Company, be and is hereby appointed as Director 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:**

4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited  
R.C. Dutt Road, Alkapuri  
Vadodara - 390007, Gujarat

**Date :** 5<sup>th</sup> September, 2019

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself/herself and a proxy so appointed need not be a member of the Company.
2. The instrument appointing the proxy (duly completed, stamped and signed), 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 here with.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company.
4. Any member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as a proxy for any other person or shareholder.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Corporate members intending to send their authorized representative (s) 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.
7. The Statement pursuant to the provision of Section 102 of the Companies Act, 2013, setting out the material facts in respect of Special Business to be transacted, is annexed herewith.
8. The relevant details pursuant to Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretary of India (ICSI), in respect of Directors seeking appointment/re-appointment at this Annual General Meeting is also annexed herewith.
9. All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection 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 this Annual General Meeting of the Company.
10. The Notice of Annual General Meeting along with Annual Report for the financial year 2018-19 is being sent by electronic mode as well as physical copies are being sent by permitted mode. Further, members may kindly note that this Notice and Annual Report of financial year 2018-19 will also be available on the Company's website [www.opalindia.in](http://www.opalindia.in).
11. Route map for the venue of 13<sup>th</sup> AGM is annexed herewith.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 5**

**Appointment of Ms. Pomila Jaspal as a Director**

Ms. Pomila Jaspal was appointed as a Woman Director and Additional Director in pursuance to provisions of Section 161, Section 149 read with Rule 3 of the Companies (Appointment and qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 on the Board of ONGC Petro additions Limited with effect from 29<sup>th</sup> April, 2019.

Pursuant to Section 161 of the Companies Act, 2013 the aforementioned director holds office up to the date of the 13<sup>th</sup> Annual General Meeting of the Company. Requisite Notice as per Section 160 and all other applicable provisions of the Companies Act, 2013 proposing the appointment of Ms. Pomila Jaspal as a Director has been received by the Company.

A brief resume of Ms. Pomila Jaspal as required under Secretarial Standards on General Meetings issued by the Institute of Company Secretary of India (ICSI) is enclosed with the Notice.

Ms. Jaspal's educational background is highly accredited and directly contributes to her field of operations. She is a fellow member of ICAI and recipient of Late Mrs. Dhanpati Goel Gold Medal in ICAI. She has obtained B.Com. (Hons) degree from MCM DAV College, Chandigarh and M.Com. from Punjab University.

Ms. Pomila Jaspal, joined ONGC on 1<sup>st</sup> April, 1985 as Finance & Accounts Officer and has risen to the coveted position of Executive Director-Chief Corporate Finance as the first lady officer in ONGC to occupy this top post.

She had the opportunity to hone her skills with deputation at Directorate General of Hydrocarbons (DGH) in its formative years and was instrumental in developing the model Production Sharing Contracts (PSC) for many pre-NELP & NELP blocks. Subsequently, she was deputed to Contract Cell of MoPNG where she worked in different areas of gas pricing, Rangarajan Committee, Gas utilization policy, royalty committee, formulation of policies for smooth implementation of PSCs and monitoring the royalty and profit petroleum to Gol.

In view of her background and vast experience and knowledge, she is well poised to guide any corporate in meeting emerging challenges on regulatory and dynamic business environment, therefore, it will be in the interest of the Company that she continues as a Director of the Company.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 5 to be passed as an Ordinary Resolution.

Ms. Pomila Jaspal, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013.

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



**(Subodh Prasad Pankaj)  
Company Secretary**

**Registered Office :**

4<sup>th</sup> Floor, 35 Nutan Bharat Co-operative Housing Society Limited  
R. C. Dutt Road, Alkapuri  
Vadodara - 390007, Gujarat

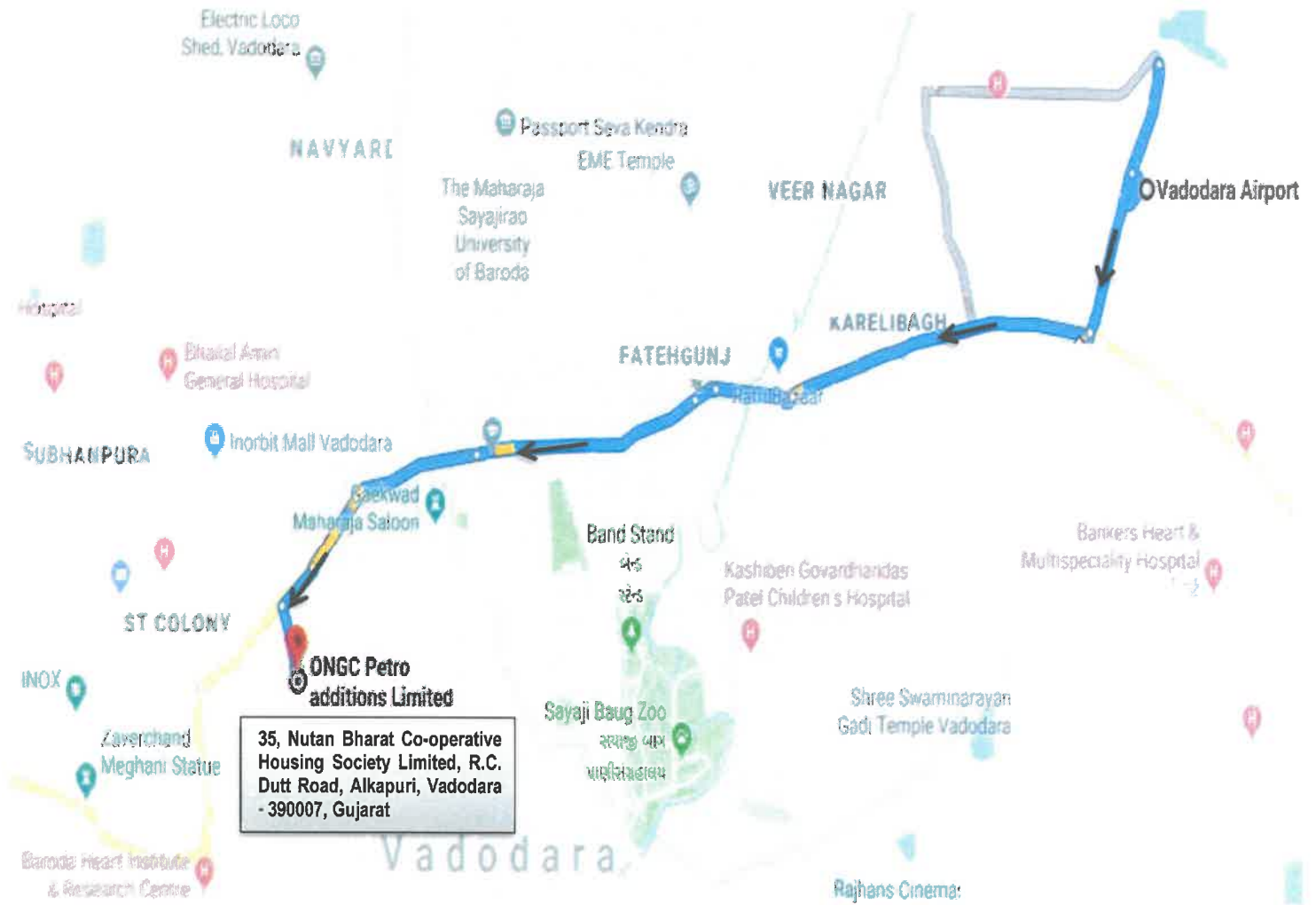
**Date :** 5<sup>th</sup> September, 2019

**ANNEXURE TO THE NOTICE OF 13<sup>TH</sup> ANNUAL GENERAL MEETING OF ONGC PETRO ADDITIONS LIMITED**

**Directors Information pursuant to Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Directors seeking Appointment/Re-appointment at the 13<sup>th</sup> Annual General Meeting (AGM) for Item No. 2, Item No. 3 and Item No. 5 of Notice**

| Name of Director  | Shri Shashi Shaker (DIN:06447938)   | Shri Subhash Kumar (DIN:07905656)  | Ms. Pomila Jaspal (DIN:08436633)   |
|---|---|--|--|
| Age   | 58 Years  | 57 Years   | 55 Years   |
| Qualification   | - Petroleum Engineer from Indian School of Mines (ISM), Dhanbad.<br>- MBA degree with specialization in Finance.<br>- Executive education from Indian Institute of Management, Lucknow and Indian School of Business, Hyderabad   | - Fellow Member of The Institute of Cost Accountants of India (ICMAI)<br>- Associate Member of The Institute of Company Secretary of India (ICSI).<br>- Bachelor's and Master's Degree in Commerce with Gold Medal   | - Fellow Member of The Institute of Cost Accountants of India (ICMAI) and recipient of Late Mrs. Dhanpati Goel Gold medal in ICMAI<br>- B.Com (Hons) from MCM DAV College, Chandigarh & M.Com (Punjab University)  |
| Experience  | 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, in ONGC Shri Shanker held the position of Director (Technical & Field Services) in Oil and Natural Gas Corporation Limited. Under his leadership, ONGC 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.      | Shri Subhash Kumar joined ONGC in 1985 as Finance & Accounts Officer (F&AO). After initially working in Jammu and Dehradun, he had a long stint at ONGC Videsh, the overseas arm of ONGC. During his tenure with ONGC Videsh, He was associated with key acquisitions and expansion of company's footprint from single asset Company in 2001 into a company with global presence. He played a key role in evaluation and acquisition of many Assets abroad by ONGC Videsh.<br><br>He also served a brief stint with Petronet LNG Limited as Director (Finance). Currently, he is also spearheading business development and Joint Venture activities of ONGC.      | Ms. Pomila Jaspal has over 34 years of extensive work experience. She joined ONGC on 1 <sup>st</sup> April 1985 as Finance & Accounts Officer and has risen to the first lady officer in ONGC at coveted position of Executive Director-Chief Corporate Finance. Her assignment includes corporate finance functions of Direct tax, Indirect tax, Investor relations, Corporate Budget & Project Appraisal etc. Further, she is In-charge, Project Finance, for execution of all overseas projects in ONGC Videsh Limited.<br><br>She has been on deputation at Directorate General of Hydrocarbons (DGH), also in Contract Cell of MoPNG where she formulated policies for smooth implementation of Production Sharing Contracts (PSCs) and monitoring the royalty and profit petroleum to GoI. |
| Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid                | Appointed as Chairman and Non-Executive Director with effect from 11 <sup>th</sup> October, 2017.<br><br>His term of office is liable to retire by rotation.  | Appointed as a Non-Executive Director with effect from 6 <sup>th</sup> February, 2018.<br><br>His term of office is liable to retire by rotation.  | Appointed as a Non-Executive & Woman Director with effect from 29 <sup>th</sup> April, 2019.<br><br>Her term of office is liable to retire by rotation.  |
| Remuneration Last drawn   | He is a Non-Executive Director (Nominee ONGC) therefore remuneration not applicable.  | He is a Non-Executive Director (Nominee ONGC) therefore remuneration not applicable.   | She is a Non-Executive Woman Director (Nominee ONGC) therefore remuneration not applicable.  |
| Date of first Appointment on the Board  | 11/10/2017  | 06/02/2018   | 29/04/2019   |
| Shareholding in the Company (No. of share held)   | NIL   | NIL  | NIL  |
| Relationship with other Directors, Manager & other Key Managerial Personnel (KMP) of the Company                          | None  | None   | None   |
| Number of Meeting of the Board attended during the financial year 2018-19 and in financial year 2019-20 till date         | Five out of Five (5/5) meetings were attended during Financial Year 2018-19.<br><br>In Financial Year 2019-20 till date Three out of Three (3/3) meetings were attended.  | Five out of Five (5/5) meetings were attended during Financial Year 2018-19.<br><br>In Financial Year 2019-20 till date Three out of Three (3/3) meetings were attended.   | In Financial Year 2019-20 till date Three out of Three (3/3) meetings were attended.   |
| Details of Other Directorships,<br><br>Details of Membership/<br><br>Details of Chairmanship of Committees of other Board | <b>Directors at following Other Companies:</b><br>(1) Oil and Natural Gas Corporation Limited #<br>(2) ONGC Videsh Limited *<br>(3) Mangalore Refinery and Petrochemicals Limited *<br>(4) Mangalore SEZ Limited *<br>(5) ONGC Tripura Power Company Limited *<br>(6) ONGC Mangalore Petrochemicals Limited *<br>(7) Petronet LNG Limited §<br><br><b>Note:</b><br># Chairman and Managing Director<br>* Chairman and Director<br>§ Director<br><br><b>Committee Member at following Company:</b><br>(1) Nil<br><br><b>Chairmanship of Committee of following Company:</b><br>(1) Nil | <b>Directors at following Other Companies:</b><br>(1) Oil and Natural Gas Corporation Limited<br>(2) ONGC Tripura Power Company Limited<br>(3) Mangalore Refinery and Petrochemicals Limited<br>(4) Hindustan Petroleum Corporation Limited<br>(5) Petronet MHB Limited<br>(6) Mangalore SEZ Limited<br><br><b>Committee Member at following Companies:</b><br>(1) Oil and Natural Gas Corporation Limited<br>- Stakeholders Relationship Committee Member<br>(2) ONGC Tripura Power Company Limited<br>- Audit Committee Member<br>(3) Mangalore SEZ Limited<br>- Audit Committee Member<br><br><b>Chairmanship in Committee of following Company:</b><br>(1) Nil | <b>Directors at following Other Company:</b><br>(1) Nil<br><br><b>Committee Member at following Company:</b><br>(1) Nil<br><br><b>Chairmanship of Committee of following Company:</b><br>(1) Nil   |

## Route Map of the Venue of 13<sup>th</sup> AGM of ONGC Petro additions Limited





# ONGC Petro additions Limited

Corporate Identity Number (CIN) : U23209GJ2006PLC060282

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Website: [www.opalindia.in](http://www.opalindia.in) ; Email: [secretarial@opalindia.in](mailto:secretarial@opalindia.in) ; Tel: 0265 – 6192600; Fax No: 0265 – 6192666

## 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]

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 **ONGC Petro additions Limited**, hereby appoint

1. Name..... Address..... E-mail ID: ..... Signature ....., or failing him/her;

2. Name..... Address..... E-mail ID: ..... Signature ....., or failing him/her;

3. Name..... Address..... E-mail ID: ..... Signature ....., or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **13<sup>th</sup> Annual General Meeting** of the Company, to be held on **Monday, the 30<sup>th</sup> September, 2019 at 15:00 Hours at 35, Nutan Bharat Cooperative Housing Society Limited, R.C. Dutt Road, Alkapuri, Vadodara – 390007, Gujarat** and at any adjournment thereof, in respect of such resolutions as are indicated below :

| Resolution No. | Resolutions Description (Ordinary Business)  | Please mention Number of Shares and Vote |         |         |
|----------------|--|--|---------|---------|
|                |  | For                                      | Against | Abstain |
| 1.             | To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31 <sup>st</sup> March, 2019, statement of Profit & Loss for the year ended on 31 <sup>st</sup> March, 2019, Cash Flow Statement for the year ended on 31 <sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors' thereon and the Comments of the Comptroller & Auditor General of India, in pursuance of Section 143 (6) of the Companies Act, 2013.   |  |         |         |
| 2.             | To appoint a Director in place of Shri Shashi Shanker (DIN:06447938), who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company.  |  |         |         |
| 3.             | To appoint a Director in place of Shri Subhash Kumar (DIN:07905656), who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company.   |  |         |         |
| 4.             | To authorize Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the Financial Year 2019-20, in terms of the provisions of Section 139 (5) read with Section 142 of the Companies Act, 2013 and to pass following resolution with or without modification(s), as an Ordinary Resolution:<br><br>"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, approval of the members be and is hereby accorded for authorising the Board of Directors of the Company to decide and fix the remuneration payable to Auditors of the Company as may be appointed by the Comptroller and Auditor General of India for the Financial Year 2019-20." |  |         |         |
| Resolution No. | Resolutions Description (Special Business)   | Please mention Number of Shares and Vote |         |         |
|                |  | For                                      | Against | Abstain |
| 5.             | To appoint Ms Pomila Jaspal as a Director of the Company.  |  |         |         |

Signed this..... day of ..... 2019

Signature of Shareholder : - .....

Signature of 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 at 4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited, R.C. Dutt Road, Alkapuri, Vadodara – 390007, Gujarat, not less than 48 hours before the commencement of the Meeting.

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# ONGC Petro additions Limited

Corporate Identification Number (CIN) : U23209GJ2006PLC060282

Registered Office: 4<sup>th</sup> Floor, 35, Nutan Bharat Co-operative Housing Society Limited,

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## ATTENDANCE SLIP

Folio No. / Client ID ..... DP ID .....

I/We certify that I/We are Member(s)/Proxy for the member(s) of ONGC Petro additions Limited.

I/We hereby record my/our presence at the **13<sup>th</sup> Annual General Meeting** of the ONGC Petro additions Limited held on Monday, the 30<sup>th</sup> September, 2019 at 15:00 Hours at 35, Nutan Bharat Cooperative Housing Society Limited, R.C Dutt Road, Alkapuri, Vadodara – 390007, Gujarat

Name of the Member..... Signature.....

Name of the Proxyholder..... Signature.....

Notes: 1. Only Member/Proxyholder can attend the Meeting.

2. Please complete the Folio No/ Client ID/DP ID and Name of the Member and Proxyholder and hand it over the Attendance Slip, duly signed, at the entrance of the Meeting venue.