

TRANSCRIPT OF THE PROCEEDINGS OF THE 05TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ONGC VIDESH LIMITED (“THE COMPANY”) HELD ON MONDAY, JULY 29, 2024 AT 15:00 P.M. THROUGH VIDEO-CONFERENCING (‘VC’)/ OTHER AUDIO VIDEO MEANS (‘OAVM’)

PROCEEDINGS - 05TH ANNUAL GENERAL MEETING

NISHA DHINGRA- COMPANY SECRETARY

Good Afternoon Sir,

With your permission I'm starting the Annual General Meeting,

Good afternoon all. I am Nisha Dhingra, Company Secretary and also representative of ONGC Videsh Limited as a member here. I have immense pleasure in welcoming you to this 05th Annual General Meeting of the company. I would request all the Members to join the meeting through Portal, please. Thank You Members.

Attendance Sheet has come with the presence of all the Members. Sir, with the looking at the attendance sheet I would like to confirm that we have requisite quorum present with us today. Also the statutory Auditor is present in person with us and Secretarial auditor have joined through VC. Smt. Ashu Gupta is attending through on VC because of her preoccupation.

The Statutory Registers of the Company are also available for inspection of members please

Now I request the Chairman to chair the meeting and address the members as the requisite quorum is present.

Over to Chairman please.....

WELCOME ADDRESS BY SHRI OMKAR NATH GYANI- CHAIRMAN

Good Afternoon, Ladies & Gentlemen,

I have great pleasure in welcoming you to this 5th Annual General Meeting of the Company.

As the Company Secretary informed that the quorum is present.

I call the meeting to order. The Notice of the Annual General Meeting and Annual Report of the Company are with you and with your permission, I consider them having been read.

The Auditors' Report for the Financial Year 2023-24 does not contain any qualifications, or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company. Accordingly, the Auditors' Report as contained in the Annual Report 2023-24, may be taken as read.

Also the Comptroller and Auditor General of India- C&AG have issued Nil Comments on the financial statements of your Company and the same forms part of the Annual report.

Moreover, Chairman's Speech is also made available to all of you with your permission, I take it as read.

Now I request to the Company Secretary to brief the business item.

Company Secretary: Thank you, Chairman

Dear members we have 3 ordinary business for today's AGM.

Item No.: 1: Consideration and adoption of Audited Standalone as well as Consolidated Financial Statements of the Company for the financial year ended 31.03.2024 along with related documents.

The proposed resolution is:-

“RESOLVED THAT the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31.03.2024 together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller and Auditor General of India, be and are hereby received, considered and adopted.”

Now I request the Members to propose and the second the resolution among themselves please.

Proposed by: Shri Shyam Singh (**I Propose**)

Seconded by: Shri Shibaji Mukhopadhyay (**I second**)

Company Secretary: Thank you members. Now I request the Members to kindly vote for the resolution through the iPad.

Out of 7 Vote, we have received 7 votes in favour of the resolution I declare the Resolution adopted with unanimous consent of the members present at the meeting.

With this we can move to the next item No. 2

Item No. 2.: Re-appointment of Shri Omkar Nath Gyani as a Director.

The proposed resolution is:-

“RESOLVED THAT, Shri Omkar Nath Gyani (DIN: 08150155), who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company.”

RESOLVED FURTHER THAT Shri Omkar Nath Gyani be and is hereby elected as Chairman of Board and General Meetings of the Company.”

I would request the Members to vote in favor or against the resolution please through iPads.

Proposed by: Shri Vinod Hallan (**I Propose**)

Seconded by: Shri Raminder Singh Sawhney (**I Second**)

Company Secretary: Now we have received the 6 vote out of 7 as Shri Omkar Nath Gyani ji can be an interested party, so he has abstained himself from the voting. So one has come up abstained and 6 vote in favour, so the resolution has been passed with the majority of all the Members so it is treated as pass.

Thank You Sir, with this we can move for the last item for the day

Item No. 03: Authorization to the Board of Directors for fixing the remuneration of the Statutory Auditors as appointed by the Comptroller and Auditor General of India for the financial year 2024-25

The proposed resolution is:-

“RESOLVED THAT, pursuant to applicable provisions under the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to determine and fix the remuneration payable to Auditors of the Company, as appointed by the Comptroller and Auditor General of India, for the financial year 2024-25 as may be deemed reasonable by the Board.”

Now I request the Members to propose and second the resolution among themselves please.

Proposed by: Shri Shyam Singh (**I Propose**)

Seconded by: Shri Raminder Singh Sawhney (**I Second**)

Company Secretary: Thank you, Sir. I request the Members to vote in favor or against the resolution, please. Thank you members.

All the 7 votes has come in the favor of the resolutions, so this agenda items has been passed with the unanimous consent of all the Members. With this we have finished meeting concluded with unanimous/ majority vote of all the agenda items.

Since there is no other business items to transact now, I request the Chairman to give concluding remarks and vote of thanks to all the Members. We can conclude the meeting Sir.

Chairman: I hereby conclude the meeting with vote of thanks to each of you for sparing your valuable time to attend this meeting and assure you of best efforts always.

Thank you.