

TRANSCRIPT OF THE PROCEEDINGS OF THE 59TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ONGC VIDESH LIMITED (“THE COMPANY”) HELD ON WEDNESDAY, 21ST DAY OF AUGUST 2024 11.00 A.M. THROUGH VIDEO-CONFERENCING (‘VC’)/ OTHER AUDIO VIDEO MEANS (‘OAVM’)

PROCEEDINGS – 59TH ANNUAL GENERAL MEETING

NISHA DHINGRA- COMPANY SECRETARY

Good Morning everyone. I am Nisha Dhingra, Company Secretary. I have immense pleasure in welcoming you to this 59th Annual General Meeting of ONGC Videsh Limited.

I will request all the members to join the meeting through portal please.

Thank you, members. I hereby confirmed the quorum for this AGM.

The Statutory Auditors, namely Sri Priyanshu Jain from M/s. A.R. & Co. and Shri Sunil Aggarwal from M/s. GSA & Associates LLP and our Secretarial Auditor Smt. Ashu Gupta from M/s. Ashu Gupta & Co. are attending the meeting through VC also our Government Nominee Director Madam Esha Srivastava, Chairman of Audit Committee Shri Dhanpat Ram Aggarwal Ji, Chairman of NRC Shri Prakasan KP ji and our Independent Director Smt. Deeksha Gangwar are also joining through VC.

I would request to state that all relevant registered documents, CAG report, the Auditor’s Report and Secretarial Audit Report are also available for inspection of the members.

I request the chairman to please address the members.

Over to Chairman Please.....

SHRI ARUN KUMAR SINGH- CHAIRMAN & MEMBER

Good Morning, everyone.

I have great pleasure in welcoming you to this 59th AGM of the company. As the Company Secretary informed, the quorum is present.

I call the meeting to order.

The notice of the AGM and Annual Report to the Company are with you and with your permission, I consider having them as read.

The Auditor’s Report for FY’2023-24 does not contain any qualification or comments on financial transactions or matters which have any adverse effect on the functioning of the Company. Accordingly, the Auditor’s Report as contained in the Annual Report 2023-24 may be taken as read.

Further, the Comptroller and Auditor General of India, have issued Nil Comments on the financial statements of your company thereto also form part of this Annual Report.

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

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

Thank you, Chairman.

As the notice of the AGM 4 Ordinary Resolutions have been proposed for the approval of members.

Item No. 1:

Consideration and adoption of audited financial statements, 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 31st March, 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 second the resolution, please.

Proposed by: Shri Anupam Agarwal **(I Propose)**

Seconded by: ONGC Ltd. Authorised Representative **(I second)**

Thank you, members.

Now request all the Members to exercise their voting rights please.

As the resolution has been pass with the unanimous consent of all the members. Chairman Sir, we can treat this resolution being passed.

Item No. 2:

To declare Dividend for the financial year ended 31.03.2024

The proposed resolution is:-

“RESOLVED THAT approval of the members be and is hereby accorded for payment of Final dividend of ₹0.50 per share amounting in aggregate to ₹75 crore on the paid up share capital of 15,00,000,000 equity shares of ₹100 each of the Company for the financial year ended 31st March, 2024 as recommended by the Board.”

I request the members to propose and second the resolution please.

Proposed by: Shri Om Prakash Singh **(I Propose)**

Seconded by: Shri Manish Patil **(I second)**

Thank you, members. Now I request the members to exercise their voting rights please.

As the resolution has been passed with the unanimous consent of all the members with the permission of chairman, we can treat this resolution as being passed.

Item No. 3 –

Re- appointment of Shri Omkar Nath Gyani as a Director

Shri Omkar Nath Gyani ji is not a member of this AGM, he is not voting on this proposal as being interested party.

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.”

Proposed by: Shri Pankaj Kumar **(I Propose)**

Seconded by: ONGC Ltd. Authorised Representative **(I Second)**

Thank you, members. Now I request the Member to exercise their voting rights to portal, please.

This resolution also has been passed with the unanimous consent of all the members.

Item No. 4 –

Authorization to the Board of Directors for fixing the remuneration of the Auditors

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 authorized to determine and fix the remuneration payable to Auditors of the Company as appointed by the Comptroller and Auditors General of India for the financial year 2024-25, as may be deemed reasonable by the Board”

I request the members to propose and second the resolution please

Proposed by: Shri Manish Patil **(I Propose)**

Seconded by: Shri Rajarshi Gupta **(I Second)**

Thank you, members. Now I request the member to exercise their voting rights.

The resolution has been passed by the unanimous consent of all the members with this we can conclude the meeting, Sir, as all the agenda items have been passed with unanimous consent of majority vote of all the agenda items, I request the Chairman to present a vote of thanks please.

Over to Chairman please.

SHRI ARUN KUMAR SINGH- CHAIRMAN & MEMBER

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

Thank you.