**TRANSCRIPT OF THE PROCEEDINGS OF THE 61ST ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF ONGC VIDESH LIMITED ("THE COMPANY") HELD ON TUESDAY, 18TH DAY OF AUGUST 2026 THROUGH VIDEO-CONFERENCING ('VC')/ OTHER AUDIO VIDEO MEANS ('OAVM')**

**PROCEEDINGS – 61ST ANNUAL GENERAL MEETING**

**NISHA DHINGRA- COMPANY SECRETARY**

Good Afternoon, everyone I am Nisha Dhingra, Company Secretary. I have immense pleasure in welcoming you all to this 61st Annual General Meeting of the Company.

As the Chairman has taken the Chair, now I request all the Members to join the meeting through the Portal, please. There is a joining button in the portal please. Thank You Members.

I confirm that the Attendance Sheet reflects the presence of all the Members including Shri Manish Patil, who is attending the Meeting through VC, and the requisite quorum is present.

At the outset, I would also like to thank all the Members for their cooperation, as, with the approval of the Competent Authority, the timing of the AGM was revised due to administrative reasons.

Further, Smt. Yashika Mehta and Shri Sagar Singh Kalsi are attending through VC as Directors. Also, the Statutory Auditors Shri Priyanshu Jain from M/s. A.R. & Co. and Shri Ashish Arya from M/s. G.S.A & Associates LLP and the Secretarial Auditor, Smt. Ashu Gupta from M/s. Ashu Gupta & Co. are attending the meeting through VC.

Further, all relevant registers, documents, C&AG report, the Auditor's Report and Secretarial Audit Report are also available for inspection.

Over to the Chairman Sir, please…….

**SHRI ARUN KUMAR SINGH- CHAIRMAN & MEMBER**

Good Afternoon, Ladies & Gentlemen,

I have great pleasure in welcoming you all to this 61st Annual General Meeting of the Company. As the Company Secretary, informed that the requisite quorum is present and I therefore call the meeting to order.

Happy to inform that the Company is presenting its Integrated Annual Report along with Maiden BRSR for good Governance. The Notice of the Annual General Meeting and Integrated 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 2025-26 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 Integrated Annual Report 2025-26, may be taken as read. Also, the comment of C&AG and the management reply thereon on Consolidated Financial Statements along with the NIL Comments on Standalone Financial Statements of your Company form part of the Integrated Annual Report and may be taken as read.

Further, the Secretarial Audit Report for the Financial Year 2025-26 does not contain any qualifications, or comments which have any material adverse effect on the functioning of the Company. Accordingly, the Secretarial Audit Report as contained in the Annual report 2025-26, may also be taken as read.

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

Now I request the Company Secretary to brief the business items to be transacted.

**NISHA DHINGRA- COMPANY SECRETARY**

Thank you, Sir,

Respected Members, as per the Notice of AGM available with you all, there are 4 Ordinary Business and 2 Special Business listed for today's AGM and consideration of the members. Accordingly, total 5 Ordinary Resolutions and 1 Special Resolution have been proposed for approval of the Members.

**SHRI ARUN KUMAR SINGH- CHAIRMAN & MEMBER**

I request the Company Secretary to brief the business item no.1.

**NISHA DHINGRA- COMPANY SECRETARY**

With the permission of Chairman, I am reading the item number one.

Item No. 1 is ordinary business- **Consideration and adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with Reports of the Board of Directors, the Auditors thereon and the comments of the Comptroller and Auditor General of India**.

Now, I request the members to propose and second the item. Please

**SHRI ANUPAM AGARWAL- MEMBER**

I, propose

**ONGC LTD. AUTHORISED REPRESENTATIVE- MEMBER**

I, second the item no. 1

**NISHA DHINGRA- COMPANY SECRETARY**

Thank you members. Now, Members are requested to vote through portal as show of hands.

7 out of 7 votes we have received, 7 votes in favour of the item.

**SHRI ARUN KUMAR SINGH- CHAIRMAN & MEMBER**

I declare the item adopted with unanimous consent of the members present at the meeting.

Now, I request the Company Secretary to brief the business item no.2

**NISHA DHINGRA- COMPANY SECRETARY**

Thank you, Sir.

Item no. 2 is Ordinary Business- **To declare Final Dividend of Rs.0.50 per equity share for the FY'26.**

Now, I request the members to propose and second the resolution. Please.

**<u>ONGC LTD. AUTHORISED REPRESENTATIVE- MEMBER</u>**

I propose to item no. 2

**<u>SHRI RAJARSHI GUPTA- MEMBER & MANAGING DIRECTOR</u>**

I, second

**<u>NISHA DHINGRA- COMPANY SECRETARY</u>**

Thank you members. Now, Members are requested to vote through portal as show of hands.

Out of 7 Votes, we have received 7 in favour of the item.

**<u>SHRI ARUN KUMAR SINGH- CHAIRMAN & MEMBER</u>**

I declare the item adopted with unanimous consent of the members present at the meeting.

I request the Company Secretary to brief the business item no.3.

**<u>NISHA DHINGRA- COMPANY SECRETARY</u>**

The 3rd business item for ordinary business is- **To appoint a Director in place of Shri Rajarshi Gupta (DIN: 09660359), who retires by rotation and being eligible, offers himself for re- appointment.**

**<u>SHRI VIKRAM SAXENA- MEMBER</u>**

I, propose the name of Shri Rajarshi Gupta.

**<u>SHRI SATYAN KUMAR- MEMBER</u>**

I, second

**<u>NISHA DHINGRA- COMPANY SECRETARY</u>**

Thank you members.  Now, Members are requested to vote the proposal through portal.

Out of 7 Votes, we have received all the 7 votes in favour of the item.

**<u>SHRI ARUN KUMAR SINGH- CHAIRMAN & MEMBER</u>**

I declare the item adopted with unanimous consent of the members present at the meeting.

Now, I request the Company Secretary to brief the business item no.4

**<u>NISHA DHINGRA- COMPANY SECRETARY</u>**

Thank you, Sir.

The item no. 4 is- **Authorization to the Board of Directors for fixing the remuneration of the Statutory Auditors for FY'27.**

May I request the members to propose and second, Please.

**SHRI ANUPAM AGARWAL- MEMBER**

I, propose

**SHRI RAJARSHI GUPTA- MEMBER & MANAGING DIRECTOR**

I, second

**NISHA DHINGRA- COMPANY SECRETARY**

Thank you members. Now, Members are requested to vote through portal. Please.

Out of 7 Votes, we have received all 7 votes in favour of the item now.

**SHRI ARUN KUMAR SINGH- CHAIRMAN & MEMBER**

I declare the item adopted with unanimous consent of the members present at the meeting.

I request the Company Secretary to read the Resolution of Item no. 5

**NISHA DHINGRA- COMPANY SECRETARY**

Thank you, Sir.

Now the item no. 5 is for the special business for which the ordinary resolution is being proposed.

The item no. 5 is- **Appointment of Dr. Dulal Halder as Director**

**SHRI VIKRAM SAXENA- MEMBER**

I, Propose

**SHRI SATYAN KUMAR- MEMBER**

I, Second.

**NISHA DHINGRA- COMPANY SECRETARY**

Ok, thank you, Sir.

The proposed resolution as being the special business is-

***"RESOLVED THAT pursuant to Section 152, 161, 160 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with the Rules issued thereunder, Dr. Dulal Halder (DIN: 11354430) who was appointed as an Additional Director with effect from 16.12.2025 and holds office up to the 61st Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for directorship, be and is hereby appointed as a Director of the Company, liable to retire by rotation."***

Thank you members.

After the propose and second, I request the members to vote through portal. Please.

**NISHA DHINGRA- COMPANY SECRETARY**

So, out of 7 Votes, we have received 7 votes in favour of the resolution. Sir.

**SHRI ARUN KUMAR SINGH- CHAIRMAN & MEMBER**

I declare the Resolution adopted with unanimous consent of the members present at the meeting. I request the Company Secretary to read the Resolution of item no. 6

**NISHA DHINGRA- COMPANY SECRETARY**

Item no. 6 is- **Approve Borrowing powers of the Company up to Rs.75,000 Crore**

The proposed resolution is:-

***"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, read with the Articles of Association of the Company and in supersession of the resolution passed at the Extraordinary General Meeting of the members held on 28th January 2014, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow money on behalf of the Company from time-to-time, notwithstanding that the money or monies to be borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) together with the monies already borrowed by the Company will exceed the aggregate of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company, provided that the total amount outstanding at any time shall not exceed ₹75,000 crore (Rupees Seventy Five Thousand Crore only).***

***RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to take such steps as may be considered necessary to give effect to this resolution."***

Members may please second and propose.

**SHRI ANUPAM AGARWAL- MEMBER**

I, Propose

**ONGC LTD. AUTHORISED REPRESENTATIVE- MEMBER**

I, Second to item number 6

**NISHA DHINGRA- COMPANY SECRETARY**

Thank you members. Now, Members are requested to vote the proposal through portal. Please.

Out of 7 Votes, we have received all the 7 votes in favour of the resolution.

**SHRI ARUN KUMAR SINGH- CHAIRMAN & MEMBER**

Okay. So, I declare the Resolution adopted with unanimous consent of the members present at the meeting.

**NISHA DHINGRA- COMPANY SECRETARY**

Sir, as there is no other business to transact I now request the Chairman to give concluding remarks and vote of thanks to all the members.

**SHRI ARUN KUMAR SINGH- CHAIRMAN & MEMBER**

Since there is no other business to transact, 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 efforts always.

Thank you

**NISHA DHINGRA- COMPANY SECRETARY**

Thank you Sir, The meeting has been concluded with unanimous majority vote of all the agenda items.

Thank you, Members. Thank You, everyone.

CONCLUDED