

ONGC Petro additions Limited

CIN: U23209GJ2006PLC060282

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

R. C. Dutt Road, Alkapuri, Vadodara - 390007, Gujarat

Website: www.opalindia.in, email: subodh.pankaj@opalindia.in Tel:0265-6192600, Fax No:0265-6192666

NOTICE

Notice is hereby given that the 15th Annual General Meeting (“AGM”) of the Members of ONGC Petro additions Limited will be held on Wednesday, the 29th September, 2021, at 11:00 Hours through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business(s):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2021, Statement of Profit & Loss for the year ended on 31st March, 2021, Cash Flow Statement for the year ended on 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon and the comments of the Comptroller & Auditor General of India, in pursuant to Section 143 (6) of the Companies Act, 2013.
2. To appoint a Director in place of Ms. Rekha Misra (DIN:08725208) who retires by rotation.
3. To authorize Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the Financial Year 2021-22, 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 Statutory Auditors of the Company as may be appointed by the Comptroller and Auditor General of India for the Financial Year 2021-22.”

SPECIAL BUSINESS:

4. **To appoint Shri Om Prakash Singh as 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 all other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Om Prakash Singh (DIN:08704968), who was appointed as an Additional Director by the Board of Directors with effect from 29th May, 2021 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 in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri Om Prakash Singh 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.”

5. To appoint Shri Anurag Sharma as 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 all other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Anurag Sharma (DIN:08050719), who was appointed as an Additional Director by the Board of Directors with effect from 29th May, 2021 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 in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri Anurag Sharma 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.”

6. To appoint Shri Rajeev Kumar Singhal as 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 all other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Rajeev Kumar Singhal (DIN:09230386), who was appointed as an Additional Director by the Board of Directors with effect from 7th July, 2021 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 in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri Rajeev Kumar Singhal 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 &
Compliance Officer

Registered Office:

4th Floor, 35, Nutan Bharat Co-operative Housing Society Limited,
R.C. Dutt Road, Alkapuri,
Vadodara - 390007, Gujarat
E-mail : subodh.pankaj@opalindia.in
Website : www.opalindia.in

Date : 4th September, 2021

NOTES:

1. In view of the prevailing COVID-19 pandemic social distancing is pre requisite which needs to be followed and pursuant to Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 39/2020 dated 31st December, 2020, Circular No. 02/2021 dated 13th January, 2021 and Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”), the 15th Annual General Meeting of the Company is being conducted through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) facility, which does not require physical presence of members at the venue of the Annual General Meeting (AGM). Accordingly, Registered Office of the Company i.e. 4th Floor, 35, Nutan Bharat Co-operative Housing Society Limited, R.C. Dutt Road, Alkapuri, Vadodara-390007, Gujarat, shall be deemed to be the venue of this AGM.
2. Since the ensuing AGM is being held pursuant to the MCA Circulars through VC/OAVM which does not require physical attendance of Members at the AGM, the facility to appoint proxy by Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice. The Route Map of the venue is also not required and hence, not annexed to this Notice.
3. The Attendance of the Members joining the 15th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Corporate members are required to send to the Company, Authorization Letter alongwith a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Meeting through VC.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) in respect of the Special Business under Item No. 4 to Item No. 6 as set out above is annexed hereto and forms part of the Notice. Information about all the Directors proposed to be appointed/re-appointed at the Meeting as required as per Secretarial Standards-2 is provided in the Notice.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice Calling the Annual General Meeting (AGM) along with Annual Report 2020-21 is being sent only through electronic mode. Further, members may kindly note that this AGM notice and Annual Report 2020-21 will also be available on the Company’s website www.opalindia.in.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form.
8. The members who have not yet registered their E-mail ID with the Company may contact Company Secretary & Compliance Officer at E-mail i.e. subodh.pankaj@opalindia.in for registering their E-mail ID. If there is any change in the E-mail ID already registered with the Company, members are requested to immediately notify such change to the Company and to Depository Participants(s) (DP) in respect of shares held in electronic form.
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 05.30 P.M.) on all working days between Monday to Saturday (except 1st, 3rd and 5th Saturday of the month) of every week, up to and including the date of this Annual General Meeting of the Company.



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

Item No. 4

Appointment of Shri Om Prakash Singh as Director of the Company

Shri Om Prakash Singh was appointed as an Additional Director in pursuance to provisions of Section 161 of the Companies Act, 2013 on the Board of ONGC Petro additions Limited with effect from 29th May, 2021.

Pursuant to Section 161 of the Companies Act, 2013 the aforementioned Director holds office up to the date of the 15th 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 which is in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

A brief resume of Shri Om Prakash Singh as required under Secretarial Standards on General Meetings issued by the Institute of Company Secretary of India (ICSI) is enclosed with the Notice.

The Board observed that presence of Shri Om Prakash Singh as a Director on the Board, is desirable and would be beneficial to the Company and hence recommend Resolution No. 4 for adoption.

None of the Directors and Key Managerial Personnel 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. 4 to be passed as an ordinary resolution. Shri Om Prakash Singh, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013.

Item No. 5

Appointment of Shri Anurag Sharma as Director of the Company

Shri Anurag Sharma was appointed as an Additional Director in pursuance to provisions of Section 161 of the Companies Act, 2013 on the Board of ONGC Petro additions Limited with effect from 29th May, 2021.

Pursuant to Section 161 of the Companies Act, 2013 the aforementioned Director holds office up to the date of the 15th 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 which is in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

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

The Board observed that presence of Shri Anurag Sharma as a Director on the Board, is desirable and would be beneficial to the Company and hence recommend Resolution No. 5 for adoption.

None of the Directors and Key Managerial Personnel 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. Shri Anurag Sharma, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013.



Item No. 6

Appointment of Shri Rajeev Kumar Singhal as Director of the Company

Shri Rajeev Kumar Singhal was appointed as an Additional Director in pursuance to provisions of Section 161 of the Companies Act, 2013 on the Board of ONGC Petro additions Limited with effect from 7th July, 2021.

Pursuant to Section 161 of the Companies Act, 2013 the aforementioned Director holds office up to the date of the 15th 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 which is in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

A brief resume of Shri Rajeev Kumar Singhal as required under Secretarial Standards on General Meetings issued by the Institute of Company Secretary of India (ICSI) is enclosed with the Notice.

The Board observed that presence of Shri Rajeev Kumar Singhal as a Director on the Board, is desirable and would be beneficial to the Company and hence recommend Resolution No. 6 for adoption.

None of the Directors and Key Managerial Personnel 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. 6 to be passed as an ordinary resolution. Shri Rajeev Kumar Singhal, 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 &
Compliance Officer**

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Date : 4th September, 2021

ANNEXURE TO THE NOTICE OF 15TH 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 15th Annual General Meeting (AGM) for Item No. 2, Item No. 4, Item No. 5 and Item No. 6 of Notice

Particulars	Name of Director			
	Ms. Rekha Misra (DIN:08725208)	Shri Om Prakash Singh (DIN:08704968)	Shri Anurag Sharma (DIN:08050719)	Shri Rajeev Kumar Singhal (DIN:09230386)
Age	59 Years	56 Years	58 Years	53 Years
Qualification	Ms. Rekha Mishra Holds a Master's Degree in Commerce from Delhi University and she is a Cost Accountant.	Shri Om Prakash Singh is a Mechanical Engineer.	Shri Anurag Sharma is a Mechanical Engineer graduated from NIT Allahabad and holds a Master's in Business Administration from FMS Delhi.	Shri Rajeev Singhal is an Engineering Graduate from IIT-BHU
Experience	Ms. Rekha Misra has more than 35 years of services at Oil and Natural Gas Corporation Limited (ONGC) as Finance & Accounting professional, she has worked in various roles including preparing investment proposals requiring Government approval, contract management at corporate level, Joint venture operation and management, Corporate accounts & audits and project monitoring. She is currently posted at ONGC Videsh Limited (OVL).	Shri Om Prakash Singh has more than 32 years of experience and he has built a deep industry understanding and proven management experience across the technical and commercial roles he undertook during his career. Shri Singh has a distinguished track record as a drilling engineer and has demonstrated dynamic leadership and vision, as he progressed through various roles in Oil and Natural Gas Corporation Limited (ONGC). He is well-versed with national and international Exploration & Production business and carries an extensive experience of offshore and onshore operations. He has a vast industry knowledge and global business experience. He has played major roles in handling the challenging deep-water drilling project in India and overseas projects in Vietnam, Iran, Qatar and Brazil. Shri Singh's tenure as Head Nhava Supply Base has been very impressive. In challenging conditions, he exhibited a leading role with enthusiasm, clarity and discipline, thereby transforming the performance of the Nhava Supply Base with a focus on performance metrics and a continual drive for excellence.	Shri Anurag Sharma has a career spanning over 36 years in the Company in various positions including that of Asset Manager of Cauvery Asset. During his tenure, the Asset made significant improvements which resulted in highest ever oil production in last two decades. Shri Sharma has vast industry knowledge and global business experience. He has made major contributions in Business Development and Project Management for ONGC Videsh in CIS and SE Asia. He has also handled the challenging Vietnam projects and headed RIG Russia. Shri Sharma spearheaded the flagship 'Make in India' and 'Start-up India' initiatives in Oil and Natural Gas Corporation Limited (ONGC). He has a distinguished track record for delivery of the projects and has contributed significantly in Ankleshwar, Jorhat and Cauvery Assets.	Shri Rajeev Singhal has three decades of rich experience working across the natural gas value chain at GAIL (India) Limited. He has played a crucial role in various important activities such as Long Term LNG Contract Renegotiations, Development of Natural Gas Marketing in Southern India, Marketing of RLNG in India on Henry Hub Index, Start of Hedging LNG/Crude Positions in 2017 which has now developed into an efficient Hedging Desk. He has experience in international transactions related to LNG sourcing, LNG sales, Chartering of LNG ships and LNG swaps etc. At present, he is pursuing Business Development (BD) activities encompassing M&A transactions in different business sectors and increasing GAIL's renewable and low-carbon footprints globally. Further, being in charge of E&P of GAIL, he is responsible for upstream activities in the gas value chain, future growth through acquisitions and participation in upstream domestic and overseas oil and gas bid rounds, enhance exploration in GAIL's blocks as Operator.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointed as a Non-Executive & Woman Director with effect from 16 th March, 2020. Her term of office is Liable to retire by rotation.	Appointed as a Non-Executive Director with effect from 29 th May, 2021. His term of office is Liable to retire by rotation.	Appointed as a Non-Executive Director with effect from 29 th May, 2021 His term of office is Liable to retire by rotation.	Appointed as a Non-Executive Director with effect from 7 th July, 2021 His term of office is Liable to retire by rotation.
Remuneration Last drawn	She is a Non-Executive Director (Nominee ONGC) therefore remuneration not applicable.	He is a Non-Executive Director (Nominee ONGC) therefore remuneration not applicable.	He is a Non-Executive Director (Nominee ONGC) therefore remuneration not applicable.	He is a Non-Executive Director (Nominee GAIL) therefore remuneration not applicable.
Date of first Appointment on the Board	16/03/2020	29/05/2021	29/05/2021	07/07/2021



Particulars	Name of Director			
	Ms. Rekha Misra (DIN:08725208)	Shri Om Prakash Singh (DIN:08704968)	Shri Anurag Sharma (DIN:08050719)	Shri Rajeev Kumar Singhal (DIN:09230386)
Shareholding in the Company	NIL	NIL	NIL	NIL
Relationship with other Directors, Manager & other Key Managerial Personnel (KMP) of the Company	None	None	None	None
Number of Meeting of the Board attended during the financial year 2020-21 and in financial year 2021-22 till date	In Financial Year 2020-21 Five out of Five (5/5) meetings were attended. In Financial Year 2021-22 till date Three out of Four (3/4) meetings were attended.	In Financial Year 2021-22 till date Three out of Three (3/3) meetings were attended.	In Financial Year 2021-22 till date Three out of Three (3/3) meetings were attended.	In Financial Year 2021-22 till date Two out of Two (2/2) meeting was attended.
Details of Other Directorships, Details of Membership/ Details of Chairmanship of Committees of other Board	Directors at following Other Companies: 1. ONGC Videsh Rovuma Limited Committee Member at following Companies: Nil	Directors at following Other Companies: 1. Oil and Natural Gas Corporation Limited 2. ONGC Tripura Power Company Limited 3. North East Transmission Company Limited Committee Member at following Companies: 1. ONGC Tripura Power Company Limited – Audit Committee, Member 2. North East Transmission Company Limited – Nomination and Remuneration Committee, Member	Directors at following Other Company: 1. Oil and Natural Gas Corporation Limited 2. ONGC Mangalore Petrochemical Limited 3. Dahej SEZ Limited 4. Mangalore SEZ Limited Committee Member/Chairman at following Companies: 1. Oil and Natural Gas Corporation Limited (a) Audit Committee, Member (b) Stakeholders' Relationship Committee, Member 2. ONGC Mangalore Petrochemical Limited, Audit Committee, Chairman	Directors at following Other Company: 1. GAIL Global (USA) INC. 2. GAIL Global (USA) LNG LLC 3. Konkan LNG Limited Committee Member at following Company: Nil

Signature