



Oil and Natural Gas Corporation Limited
Treasury Management Group
Deendayal Urja Bhawan

Regd. Office: Plot No 5A-5B, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070

Telephone No. : +91-11-2675 3013 Fax No. : +91-11-2612 9076

CIN No. L74899DL1993GOI054155

Website: www.ongcindia.com

ANNEXURE

Reference no: ONGC / DLI / NCD Compliance Q4 / 2023-24

Date: 20th May, 2024

To,
IDBI Trusteeship Services Ltd,
Universal Insurance Building,
Ground Floor, Sir P.M. Road,
Fort, Mumbai - 400001.

Kind Attn. : Ritobrata Mitra/ Sumit Panjabi

Dear Sir,

Sub: Quarterly Compliance Report for the Quarter ended March 31, 2024

In compliance with the Securities and Exchange Board of India (SEBI) (Debenture Trustee) Regulations, 1993, the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, Companies Act, 2013 and and SEBI Master Circular under no. SEBI/HO/DDHS-PoD1/CIR/2023/109 dated March 31, 2023 (*updated as on July 06, 2023*) and other applicable laws as amended from time to time and acts, rules, regulations, circulars, guidelines framed and issued thereunder, we furnish the required information for your needful.

1. **REGULATORY REQUIREMENT:**

[To be provided by Management/KMP/Compliance Officer]

a. **List Of Debenture Holders:-**

An updated list of debenture holders registered in the Register of Debenture Holders in the following format:

ISSUE-WISE PARTICULARS					
ISIN	Issue size	Name(s) of Debenture Holder	Address	Contact No.	Email Id
As per the BENPOS report - Attached for March 2024					





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b.	Any Modification In Existing Outstanding ISINs:					
	ISSUE DETAILS					
	Existing ISIN No.	Revised ISIN No.	Date of change in ISIN No.	Date of DP letter for change in ISIN	Furnish copy of letter from DP	
No modification in Existing ISIN						
c.	Investor Grievances Details:-					
	Details of complaints/grievances in the following format. In case no complaints have been received, a confirmation thereof.					
	ISSUE-WISE PARTICULARS					
Issue size	Nos. of Complaints/ Grievances pending for the previous quarter	Nos. of Complaints/ Grievances Received during current quarter	Resolved/ Unresolved	Nos. of Complaints/ Grievances pending for the current quarter	Reason (if pending beyond 30days of receipt of grievance)	
Rs. 1,500 Crore*	NIL	NIL	NIL	NA	NA	
* Out of outstanding NCDs of Rs. 3,000 Crore as on 31.12.2023, NCD having ISIN No. INE213A08040 aggregating to Rs. 1,500 Crore was fully redeemed on due date i.e. 09-Feb-2024. The o/s NCD as on 31.03.2024 was Rs. 1,500 Crore. Letter Received from RTA in this regards is attached.						
d.	Payment Of Interest / Principal:					
	A Certificate cum Confirmation duly signed by a key managerial personnel viz., Managing Director/ Whole Time Director/CEO/ CS/CFO of the Company to the effect that:-					
	INTEREST/PRINCIPAL (ISIN WISE list of due dates paid during the quarter)					
ISIN	Issue Size	Due date of redemption and/or interest	Paid/unpaid (actual date of payment, if paid, reasons if not paid)	Next due date for the payment of Interest / principal	Reasons for delay (if any)	
INE213A08016	Rs. 500 Crore	Not Applicable	Not Applicable	31-July-2024		
INE213A08024	Rs. 1,000 Crore	Not Applicable	Not Applicable	11-Aug-2024		
INE213A08040*	Rs. 1,500 Crore	11-Jan-2024 and 9-Feb-2024	11-Jan-2024 and 9-Feb-2024	NIL		
*NCD (INE213A08040): The 3 rd Interest payment was due on 11-Jan-2024 and redemption along with 4 th Interest payment was due on 9-Feb-2024, the same were paid on due dates.						





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e.	Credit Rating:- Details of revisions in the credit rating (if any);					
	Name(s) of Rating Agency		Immediate Credit Rating	Previous	Revised Credit Rating & date of revision	
	No change in Credit Rating assigned by ICRA and India Ratings					
f.	Creation of DRR Details as per terms of Issue:-					
	ISIN	Issue size	Maintenance of Debenture Redemption Reserve (Applicable/ Not Applicable)	DRR required to be Created [In Crs.]	DRR Created upto March 31, 2024 Rs. (In Cr.) (if any changes)	Funds invested for debentures maturing during the year
	INE213A08016	Rs. 500 Crore				
	INE213A08024	Rs. 1,000 Crore				
	Not Applicable					
g.	Creation of Recovery Expense Fund (REF) as per SEBI regulations:-					
	ISIN	Issue size	Maintenance of REF, REF required to be created [in Rs.]	REF created upto March 31, 2024	REF maintained In the form of	Any addition in the REF during the last quarter _March 31, 2024
	INE213A08016	Rs. 500 Crore	Rs. 25 Lakh	Rs. 25 Lakh	Bank Guarantee to BSE	NIL
	INE213A08024	Rs. 1,000 Crore				
	NCD having ISIN No. INE213A08040 aggregating to Rs. 1,500 Crore was fully redeemed on due date i.e. 9-Feb-2024.					





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h Transfer of unclaimed amount to Escrow Account in terms of Reg 61 A(2)				
ISIN	Amount lying Unclaimed	Category(Interest/Dividend/Redemption Amount)	Date when amount became due for transfer to escrow Account	Amount transferred to Escrow account
INE213A08016	NIL	Not Applicable	Not Applicable	NIL
INE213A08024	NIL	Not Applicable	Not Applicable	NIL

NCD having ISIN No. INE213A08040 aggregating to Rs. 1,500 Crore was fully redeemed on due date i.e. 9-Feb-2024.

2. **DOCUMENTS TO BE SUBMITTED AND THEIR REGULATORY TIMELINES:- (mandatory submissions as applicable)**

**Attached
(Yes/No)**

a.	<p>i. Security cover Certificate* as per guidelines and the format of Annex-VA of the SEBI Master Circular dated 31.03.23 (updated as on 06.07.23)</p> <p>ii. Certificate of Confirmation of compliance with all Covenants from the statutory auditor of the company pursuant to Regulation 56 (1) (d) of SEBI (LODR) 2018 and SEBI Master Circular dated 31.03.23 (updated as on 06.07.23) (Applicable to Secured as well as Unsecured NCDs)</p> <p>iii. <u>ISIN wise details (Only ISINs pertaining to IDBI Trusteeship Services Limited) (attached as appendix- A)</u> (Applicable to Secured as well as Unsecured NCDs to be sent in Excel only)</p>	Within 60 days from end of each quarter	<p>i. Security cover Certificate is not applicable as all the NCDs are unsecured. The NIL Certificate filed with BSE is enclosed.</p> <p>ii. Covenant Compliance Certificate for period ended 31.03.2024 from statutory auditors is attached.</p> <p>iii. ISIN wise details are attached</p>
b.	A statement of value of pledged securities* as per the format of Annexure II, if any / applicable (Applicable Quarterly)	Within 60 days from end of each	Not Applicable

* To be submitted by the DT to SEBI and Stock Exchanges within 75 days from end of each quarter except last quarter when submission is to be made within 90 days as per the SEBI Master Circular, bearing reference number SEBI/HO/DDHS-PoD1/P/CIR/2023/109 dated 31.03.23 (updated as on 06.07.23).





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		quarter	
c.	Net worth certificate of personal guarantors# [if any]	Within 60 days from end of each quarter	Not Applicable
d.	A statement of value of Debt Service Reserve Account or any other form of security* as per the format of Annexure III if any / applicable (<i>Applicable Quarterly</i>)	Within 60 days from end of each quarter	Not Applicable
e.	Copy of Title Search Reports for movable/immovable assets, as applicable† (<i>Applicable Annually</i>)	Within 60 days from end of each quarter	Not Applicable
f.	Copy of Valuation Report for movable/immovable assets, as applicable† (<i>Applicable Annually</i>)	Within 60 days from end of each quarter	Not Applicable
g.	Financials/Value of guarantor prepared on the basis of audited financial statements, etc. of the guarantor (secured by way of corporate guarantee) (<i>Applicable Annually</i>)	Within 60 days from end of each quarter	Not Applicable

To be submitted within 75 days from end of each half-year as per the SEBI Operational Circular, bearing reference number SEBI/HO/DDHS-PoD1/P/CIR/2023/109 dated 31.03.23.

† To be submitted once in three years (from the date of last submitted report) within 75 days from the end of the financial year as per the SEBI Operational Circular, bearing reference number SEBI/HO/DDHS/P/CIR/2023/50 dated 31.03.23.





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h.	<p>a one-time certificate from the statutory auditor of the Company with respect to the use of the proceeds raised through the issue of Debentures as and when such proceeds have been completely deployed toward the proposed end-uses as per the format of Annexure IV.</p> <p>To be provided for all live listed Debenture issue.</p> <p>In case of deviation/variation, please provide as per 'Appendix A'.</p>	Along with submission of Financial Results	<p>Yes. End use Certificate provided by Statutory Auditor for year ended 31st March, 2021 was already provided.</p> <p>No issuance of NCD was done during FY 2023-24, NIL Certificate filed with BSE is enclosed.</p>
i.	<p>Certified True Copy of quarterly standalone financial results containing line items as required under Regulation 52 (4) of SEBI LODR Regulations. †</p>	Within 45 days from the end of the quarter	Unaudited Financial Results for Quarter ended 31 st March, 2024 is attached.
j.	<p>Copy of the un-audited [with limited review report] or audited financial results submitted to stock exchange‡</p>	Within 45 days from the end of the quarter	Unaudited Financial Results for Quarter ended 31 st March, 2024 is attached.
k.	<p>Periodical reports from lead bank regarding progress of the Project, if applicable</p>	If Applicable, shall be submitted along with this report	Not Applicable
l.	<p>Copy of the Insurance Policies duly endorsed in favour of the Debenture Trustee as '<i>Loss Payee</i>'</p>	If Applicable, shall be submitted along with this report	Not Applicable



† Regulation 52(1) of SEBI LODR Regulations – To be submitted within 45 days from the end of the quarter and on the same day the information is submitted to stock exchanges.



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m.	Details of initiation of forensic audit (by whatever name called) in respect of the Company and copies of the disclosures made by the Company to the Stock Exchange in this regard.	If Applicable, shall be submitted along with this report	Not Applicable
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3. MANAGEMENT CONFIRMATIONS:

I.	<u>Management Confirmation for Security and insurance^o:</u>				Confirmation n (Yes/No)
a)	Security Documents executed by the Company remain valid (including but not limited to the purpose of and as provided in Limitation Act 1963), subsisting and binding upon the Company				Not Applicable as all NCDs are unsecured.
b)	<u>Details of security provided to IDBI Trusteeship:</u>				
	Type	Confirmation (Yes/No)	Self-owned/ Holding/ Subsidiary/Third Party etc.	ISIN for which the security is provided	Type of charge (pari passu/ exclusive/residual etc.)
Receivables/Book debts/Hypothecation					
Immovable Property					
Pledge of Securities					
Personal Guarantee					
Corporate Guarantee					
Government Guarantee					
Other movable assets					
Intangible Assets					
DSRA/ ISRA or any other account					
Any other form of security (please provide description)					

Not Applicable



Applicable for secured debentures



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c)	Addition/Revision/ Release of security during the quarter: <i>(If there is no such change, kindly mention NIL)</i>	Not applicable										
d)	The assets of the Company and of the guarantors, if any, which are available by way of security/cash flows/profits are sufficient to discharge the claims of the debenture holders as and when they become due and that such assets are free from any other encumbrances except those which are specifically agreed to by the debenture holders and adequate security cover is maintained.	Not applicable										
e)	Delay or Failure to create security (if any), with detailed reasons for delay or default in security creation and the time lines within which the same shall be created	Not applicable										
f)	All the Insurance policies of the Secured Assets of the captioned debentures obtained are valid, enforceable and cover the risks as required under the Information Memorandum/ Debenture Trust Deed, and are endorsed in favour of Debenture Trustee as 'Loss Payee'. The premium in respect of the following insurance policies have been paid. <table border="1"><thead><tr><th>Issue Size</th><th>Policy No.</th><th>Coverage (Rs.)</th><th>Period & expiry date</th><th>Status of Endorsement</th></tr></thead><tbody><tr><td></td><td></td><td></td><td></td><td></td></tr></tbody></table>	Issue Size	Policy No.	Coverage (Rs.)	Period & expiry date	Status of Endorsement						Not applicable
Issue Size	Policy No.	Coverage (Rs.)	Period & expiry date	Status of Endorsement								
II.	Management Confirmation for statutory items:											
a)	The Company has complied with and is in compliance with the provisions of the Companies Act 2013, the extant SEBI Regulations and the terms and conditions of the captioned Debentures and there is no event of default which has occurred or continuing or subsisting as on date. If no, please specify details.	Yes, confirmed compliance with provisions of Companies Act 2013, the extant SEBI Regulations and the terms and conditions of the captioned Debentures and there is no event of default which has occurred or continuing or subsisting as on date.										
b)	Whether there is any breach of covenant / terms of the debenture issues in terms of the Information Memorandum and DTD.	No breach of covenant / terms of the										





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	<p>If yes, please specify date of such breach occurred, the details of breach of covenant and remedial action taken by the Company along with requisite documents.</p> <p>Any additional covenants of the issue (including side letters, accelerated payment clause, etc.) and status thereof</p> <p><i>Note: As per SEBI Master Circular, bearing reference number SEBI/HO/DDHS-PoD1/P/CIR/2023/109 dated March 31, 2023 (updated as on July 06, 2023), Debenture Trustee is required to intimate the covenant breach to Debenture Holders, Stock Exchange, SEBI, etc.</i></p>	debenture issues in terms of the Information Memorandum and DTD.
c)	There is no major change in composition of its Board of Directors, which may amount to change in control as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Changes if any to be disclosed along with copies of intimation made to the stock exchanges)	Yes, confirmed no such major change in composition of Board of Directors.
d)	Any amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Company	No
e)	Change, if any, in the nature and conduct of the business by the Company	No
f)	Outstanding litigations, orders, directions, notices, of court/tribunal affecting, or likely to materially affect the interests of the Debenture Holders or the assets, mortgaged and charged under security creation documents, if any	No
g)	Proposals, if any placed before the board of directors for seeking alteration in the form or nature or rights or privileges of the Debentures or in the due dates on which interest or redemption are payable, if any	No
h)	Disclosures, if any made to the stock exchange in terms of Regulation 30 or Regulation 51(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which may have a bearing on the Debentures or on the payment of interest or redemption of the Debentures	All disclosures made under SEBI (LODR) Regulations 2015 are available in BSE Stock Exchange
i)	There are no events or information or happenings which may have a bearing on the performance/operation of the Company, or there is no price sensitive information or any action as per SEBI (LODR) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures	Confirmed, there are no such no events or information or happenings.
j)	Confirmation that the unclaimed/ unpaid amounts of monies due on debentures and redemption of debentures are transferred to Investor Education and Protection Fund (IEPF)	There is no unclaimed/ unpaid amounts of monies due on debenture holder





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III.	Management Confirmation for other items:	
a)	<p>i. Generation of Annexure A and Annexure B for all the existing outstanding ISINs by the issuer company on DLT platform (Applicable only for secured NCDs)</p> <p>ii. Uploading of interest payment and principal repayment [cash flow event] (on retrospective basis from the year 2017) as per the SEBI Master Circular for Debenture Trustees No. SEBI/HO/DDHS-PoD1/P/CIR/2023/109 dated March 31, 2023 (updated as on July 06, 2023) (Applicable for both secured and unsecured NCDs)</p> <p>iii. Uploading of covenants as per the outstanding Trust deeds on the DLT platform as per the SEBI Master Circular for Debenture Trustees No. SEBI/HO/DDHS-PoD1/P/CIR/2023/109 dated March 31, 2023 (updated as on July 06, 2023) (This module has been recently introduced) (Applicable for both secured and unsecured NCDs)</p> <p>**User Manual is uploaded on the DLT Platform. Issuers are requested to refer to the same.</p>	<p>i. Not applicable as NCDs are unsecured.</p> <p>ii. All interest and principal payments up to 31.03.2024 has been uploaded on the NSDL, DLT platform.</p> <p>iii. Confirmed that covenant as per the outstanding Trust Deed are uploaded on DLT platform of NSDL.</p>
b)	Details of any default committed by the Issuer with respect to borrowings obtained from banks / financial institutions pertaining to:- payment obligations and/or covenant compliance	No Default
c)	Details of Reference to Insolvency or a petition (if any) filed by any creditor or details of Corporate Debt Restructuring (if any)	No
d)	Details of lenders/creditors joining or entering into Inter Creditor Agreement as per RBI guidelines, including all such information/ documents required to be submitted by the Company to the RBI on an annual basis in respect of such Financial Year, as applicable	No
e)	Details of fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter	No





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f)	Details of one time settlement with any bank (if any)	No
g)	Confirmation that a functional website containing, amongst others as per Regulation 62 of SEBI (LODR) Regulations is maintained by the Company.	Yes
h)	Confirmation that the information/documents has been submitted to the debenture holders as per Regulation 58 of SEBI LODR Regulations.	Yes
i)	Confirmation that the capital adequacy norms are maintained as per RBI Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016	Not Applicable
j)	Confirmation that there has been no change in the bank details of the Company for preauthorizing Debenture Trustee(s) to seek debt redemption payment related information from the Bank†	No Change in Bank Account details submitted
k)	Confirmation that a provision, mandating the issuer to appoint the person nominated by the debenture trustee(s) has been duly mentioned in the <u>Trust deed as well as authorized by the Articles of Association</u> of the Company on or before 30 th September 2023.	Yes, provision of appointment of Debenture Director is present in all the Trust deeds and in Articles of Association of the Company. Further accepted copy of the side letter was also provided on 27.09.2023.

For Oil and Natural Gas Corporation Limited

Akhilesh Kumar Tiwari
CGM (F&A) – Head Treasury

Akhilesh Kumar Tiwari
CGM (F&A) - Head Treasury
Treasury Management Group, ONGC
Tower-A, 3rd Floor, Nelson Mandela Marg
Vasant Kunj, New Delhi -110070

† Clause 3.2 of SEBI circular SEBI/HO/DDHS/CIR/P/103/2020 dated 23.06.2020.



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Appendix A- ISIN wise details (To be provided in Excel Format only)

(Only ISINs pertaining to IDBI Trusteeship Services Limited)

1. For Secured NCDs:

S.No.	ISIN**	Listed/ Unlisted	Fresh issuance/ Reissuance	Facility	Type of charge	Sanctioned/ Allotted Amount (In Rs)	Outstanding Amount As on DD-MM- YYYY (Rs.)	Cover Required (ratio)	Security Required(R s.)
Not Applicable									

2. For Unsecured NCDs:

S.No	ISIN**	Listed/ Unlisted	Fresh issuance/ Reissuance	Facility	Sanctioned Amount (Rs. in Crore)	Outstanding Amount As on 31- 03-2024 (Rs. in Crore)
1	INE213A08016	Listed	Fresh	Unsecured	500	500
2	INE213A08024	Listed	Fresh	Unsecured	1,000	1,000
3	INE213A08040	Listed	Fresh	Unsecured	1,500	-
				Total	3,000	1,500

***Shall include ISINs redeemed during the quarter*

Note : Unsecured NCD having ISIN No. INE213A08040 aggregating to Rs. 1,500 Crore was fully redeemed on due date i.e. 9-Feb-2024.

Akhilesh Kumar Tiwari
CGM (F&A) – Head Treasury
Akhilesh Kumar Tiwari
CGM (F&A) - Head Treasury
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