



OIL AND NATURAL GAS CORPORATION LIMITED
COMPANY SECRETARIAT

ONGC/CS/SE/2018

24.12.2018

National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza
Bandra-Kurla Complex
Bandra (E)
Mumbai – 400 051
Symbol-**ONGC**; Series - **EQ**

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
BSE Security Code No. – **500312**

Sub: Public Announcement for Buy-back of equity shares

Sir/Madam,

Pursuant to regulation 47(3) of Listing Regulations, we hereby submit copy of the publication of Newspaper advertisement made on even date w.r.t. Public Announcement dt. 21.12.2018 on subject Buy-back in Business Standard (English – all editions) and Business Standard (Hindi – all editions) pursuant to Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

The copy of the said Public Announcement is enclosed for your reference and records.

Yours faithfully,

For Oil and Natural Gas Corporation Limited


24/12/18

(M E V Selvamm)
Compliance Officer &
Company Secretary

Encl: A/a (2 pgs.)

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF OIL AND NATURAL GAS CORPORATION LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "Buy-back Regulations") for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures as specified in Schedule II to the said Buy-back Regulations.

CASH OFFER FOR BUYBACK OF NOT EXCEEDING 25,29,55,974 (TWENTY FIVE CRORE TWENTY NINE LAKH FIFTY FIVE THOUSAND NINE HUNDRED SEVENTY FOUR) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹5 EACH AT A PRICE OF ₹159/- (RUPEES ONE HUNDRED AND FIFTY NINE ONLY) PER FULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1 The Board of Directors (the "Board") of Oil and Natural Gas Corporation Limited ("ONGC"/"Company") passed a resolution on December 20, 2018 ("Board Meeting") to approve the proposal of Buy-back of fully paid-up equity shares of face value of ₹5 each ("Shares" or "Equity Shares") of the Company not exceeding 25,29,55,974 (Twenty Five Crore Twenty Nine Lakh Fifty Five Thousand Nine Hundred Seventy Four) Equity Shares from the equity shareholders, beneficial owners of Equity Shares (the "Equity Shareholders"/"Shareholders") of the Company as on Friday, January 4, 2019 ("Record Date"), on a proportionate basis, through tender offer route (the "Buy-back"/"Buy-back Offer") at a price of ₹159 (Rupees One Hundred and Fifty Nine only) per Equity Share ("Buy-back Price"/"Buy-back Offer Price") payable in cash, for an aggregate maximum consideration not exceeding ₹4,022 Crores (Rupees Four Thousand Twenty Two Crore) excluding the transaction costs viz. brokerage, applicable taxes including securities transaction tax and stamp duty, etc. (the "Buy-back Offer Size"). The Buy-back is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws including but not limited to Securities and Exchange Board of India ("SEBI") and the Stock Exchanges - National Stock Exchange of India Limited (the "NSE") and BSE Limited (the "BSE").

1.2 The Buy-back is in accordance with the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, as amended (the "Share Capital Rules") to the extent applicable and in accordance with Clause 65 of the Articles of Association of the Company, and subject to the provisions of the Buy-back Regulations and such other approvals, permissions as may be required from time to time from the Stock Exchanges where the Equity Shares of the Company are listed and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any Committee thereof. The Buy-back will be undertaken in accordance with SEBI circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (the "SEBI Circulars"), which prescribe mechanism for acquisition of shares through stock exchange. In this regard, the Company has arranged with NSE (Designated Stock Exchange) for necessary acquisition window.

1.3 The Buy-back Offer Size is 2.34% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone financial statements of the Company, being the financial year ended March 31, 2018, and hence the Board of Directors have approved the proposal on December 20, 2018 as per the provisions of the Companies Act, 2013. Since the Company proposes to Buy-back up to 25,29,55,974 (Twenty Five Crore Twenty Nine Lakh Fifty Five Thousand Nine Hundred Seventy Four) Equity Shares representing 1.97% of the total number of Equity Shares in the total paid-up share capital of the Company, the same is within the statutory limits as per the provisions of the Companies Act.

1.4 The maximum amount required by the Company for the said Buy-back aggregating to ₹4,022 Crores (Rupees Four Thousand Twenty Two Crore only). The funds for the Buy-back will be met out of internally generated funds of the Company. The Company confirms that as required under Section 68(2)(d) of the Companies Act and Regulation 4(ii) of Buy-back Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the fully paid-up share capital and free reserves after the Buy-back.

1.5 The Buy-back offer price of ₹159 (Rupees One Hundred and Fifty Nine only) per Equity Share has been arrived at after considering various factors such as the average closing prices of the Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed, the networth of the Company and the impact of the Buy-back on the key financial ratios of the Company. The Buy-back Offer Price of ₹159 (Rupees One Hundred and Fifty Nine only) per Equity Share represents (i) premium of 12.74% on NSE and 12.64% on BSE over the average of volume weighted average price of the equity Shares on NSE and BSE respectively for 2 weeks preceding the date of intimation to the NSE and BSE for the Board Meeting to consider the proposal of the Buy-back; and (ii) premium of 8.27% on NSE and 8.20% on BSE over the closing market price of the Equity Shares on NSE and BSE as on the date of the intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buy-back.

1.6 The Buy-back shall be on a proportionate basis from all the Equity Shareholders of the Company through the "Tender Offer" route, as prescribed under Regulation 4(iv)(a) of the Buy-back Regulations.

1.7 The Buy-back Offer Size does not include any other expenses incurred or to be incurred for the Buy-back like filing fees payable to SEBI, Stock Exchange fees, advisors fees, publication expenses, printing and dispatch expenses, and other incidental and related expenses.

1.8 A copy of this Public Announcement shall be made available on the Company's website (www.ongcindia.com) and the website of SEBI (www.sebi.gov.in) during the period of the Buy-back and on the website of Stock Exchanges (www.nseindia.com) and (www.bseindia.com).

2. NECESSITY FOR BUY BACK

Buy-back is the acquisition by a company of its own shares. Buy-back is an efficient form of returning surplus cash to the members holding equity shares of the company coupled with following capital leverages:

- Optimization of the capital structure;
- Improvement in return on equity; and
- Opportunity to the members to liquidate their holdings at the pre-determined offer price.

After considering the above mentioned factors and mutual benefits for the Company and the Equity Shareholders, the Board decided to recommend Buy-back of not exceeding 25,29,55,974 (Twenty Five Crore Twenty Nine Lakh Fifty Five Thousand Nine Hundred Seventy Four) Equity Shares (representing 1.97% of the total number of equity shares in the paid-up share capital of the Company) at a price of ₹159 (Rupees One Hundred and Fifty Nine only) per Equity Share for an aggregate consideration of not exceeding ₹4,022 Crores (Rupees Four Thousand Twenty Two Crore).

3. DETAILS OF PROMOTER SHAREHOLDING

3.1 The aggregate shareholding of the Promoter, as on Thursday, December 20, 2018 is given below:

| Name of the Promoter | No. of Equity Shares held | No. of Equity Shares held in dematerialized form | Percentage of issued Equity Share capital |
|--|---------------------------|--|---|
| President of India acting through the Ministry of Petroleum and Natural Gas, the Government of India | 8,42,42,57,486 | 8,42,42,57,486 | 65.64 |

3.2 Except as disclosed below, no shares in the Company were either purchased or sold by the Promoter during a period of six months preceding the date of the Board Meeting at which the Buy-back was approved.

| Aggregate number of Equity Shares purchased or sold | Nature of Transaction | Maximum Price (₹) | Date of Maximum Price | Minimum Price (₹) | Date of Minimum Price |
|---|---------------------------|-------------------|-----------------------|-------------------|-----------------------|
| (3,03,03,519) | Transfer to Bharat 22 ETF | 156.82 | June 22, 2018 | 156.82 | June 29, 2018 |
| (23,54,71,251) | Transfer to CPSE ETF | 135.25 | December 4, 2018 | 135.25 | December 4, 2018 |

3.3 In terms of the Buy-back Regulations, under the Tender Offer route, the promoter and promoter group of the Company have an option to participate in the Buy-back. In this regard, the Promoter as mentioned in paragraph 3.1 above has expressed their intention, vide their letter dated December 20, 2018 to participate in the Buy-back and tender up to 25,29,55,974 (Twenty Five Crore Twenty Nine Lakh Fifty Five Thousand Nine Hundred Seventy Four) Equity Shares.

3.4 Since the entire shareholding of the Promoter is in the demat mode, the details of the date and price of acquisition/sale of entire Equity Shares that the Promoter has acquired/sold till date as per the information provided by the Promoter vide its letter dated December 20, 2018, are set-out below:

| Date of Transaction | No. of Equity Shares | Acquisition/Sale Consideration (₹ in crore) | Nature of Transaction/Consideration |
|---------------------|----------------------|---|--|
| June 23, 1993 | 10 | Negligible | Subscription to the Memorandum of Association. |
| February 1, 1994 | 342,853,716 | Consideration other than Cash | Allotment pursuant to Section 4(1) of the Oil and Natural Gas Commission (Transfer of Undertaking and Repeal) Act, 1993. |

| | | | |
|---|-----------------------|-------------|---|
| May 26, 1995 | (6,857,000) | 1051.52 | Disinvestment by the President of India. |
| August 21, 1995 | 1,034,869,915 | Bonus Issue | Bonus issue in the ratio of 3.08:1. |
| May 24, 1996 | (192,810) | 5.16 | Disinvestment by the President of India. |
| July 13, 1999 | (171,334,226) | 2,484.96 | Disinvestment by the President of India. |
| March 29, 2004 | (142,179,154) | 10,542.40 | Disinvestment by the President of India. |
| November 8, 2006 | 528,580,222 | Bonus Issue | Bonus issue in the ratio of 1:2. |
| Pursuant to the shareholders resolution dated January 28, 2011 the face value of the equity shares of ₹10 each was split into face value of ₹5 each resulted in the Promoter's shareholding of 3,171,481,346 Equity Shares. | | | |
| January 28, 2011 | 3,171,481,346 | Bonus Issue | Bonus issue in the ratio of 1:1. |
| March 5, 2012* | (420,416,170) | 12,765.75 | Disinvestment by the President of India through Offer for Sale. |
| March 27, 2012 | (24,786,189) | 738.45 | Off market transaction for the Central Public Sector Enterprises Exchange Traded Fund. |
| April 10, 2014 | (84,073) | N.A | Transferred to Central Public Sector Enterprises Exchange Traded Fund as loyalty units. |
| December 18, 2016 | 2,948,838,130 | N.A | Bonus issue in the ratio of 1:2. |
| January 25, 2017 | (76,625,087) | 1,442.34 | Disinvestment by the President of India** |
| March 22, 2017 | (34,238,793) | 631.65 | Disinvestment by the President of India** |
| November 24, 2017 | (45,618,254) | 789.79 | Disinvestment by the President of India*** |
| June 22, 2018 | (30,303,519) | 475.22 | Disinvestment by the President of India*** |
| December 4, 2018 | (23,54,71,251) | 3,184.83 | Disinvestment by the President of India** |
| Total | 8,42,42,57,486 | | |

Note:

*The sale of equity shares of the Company was carried out through the Offer for Sale Mechanism on BSE and NSE on price priority basis at multiple clearing prices. The floor price was ₹290 (Rupees Two Hundred and Ninety only) per equity share.

**The sale of equity shares of the Company was carried out through transfer of shares to CPSE ETF.

***The sale of equity shares of the Company was carried out through transfer of shares to Bharat 22 ETF.

4. The Board confirms that the Company has not defaulted in the repayment of the deposits accepted either before or after the commencement of the Companies Act 2013, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder or repayment of any term loan or interest payable thereon to any financial institutions or banking company.

5. The Board further confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed its opinion that:

- Immediately following the date of the Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts;
- As regards the Company's prospects for the year immediately following date of the Board Meeting and having regard to the Board's intentions with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date of Board Meeting; and
- In forming the opinion, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act 1956/2013 or the Insolvency and Bankruptcy Code 2016, as the case may be including prospective and contingent liabilities.

6. The text of the report dated December 20, 2018 received from Dass Gupta & Associates, Chartered Accountants, as one of the Joint Statutory Auditors of the Company, addressed to the Board of Directors is reproduced below:

Quote:

Auditor's Report as prescribed in the Clause (xi) of Schedule I of the SEBI Buyback Regulations

To,

The Board of Directors,

Oil and Natural Gas Corporation Limited

Plot No. 5A-5B, Nelson Mandela Road,

Vasant Kunj, New Delhi,

South West Delhi - 110070

Sub: Report in terms of Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018

Dear Sirs,

We, Dass Gupta & Associates, Chartered Accountants, one of the Joint Statutory Auditors of the Company, have been informed that the Board of Directors of Oil and Natural Gas Corporation Limited (the "Company") in their meeting held on December 20, 2018 have decided to buy back Company's fully paid up equity shares as allowed under Section 68, 69 and 70 of the Companies Act, 2013, the Companies (Share Capital and Debenture) Rules, 2014 and subsequent amendments thereof and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ("Buy-back Regulations") at a price of ₹159/- (Rupees one hundred and fifty nine only) per share. In terms of the requirements of Clause (xi) of Schedule I of the Buyback Regulations, we confirm as under:

(i) We have inquired into the state of affairs of the Company in relation to its audited accounts for the year ended March 31, 2018, as approved by the Board of Directors in the meeting held on May 30, 2018 and unaudited limited reviewed results for the Six months ended September 30, 2018 as approved by the Board of Directors in their meeting held on November 3, 2018;

(ii) The amount of permissible capital payment towards buy-back of equity shares (including premium) in question as ascertained below in our view has been properly determined in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4 of Buyback Regulations:

| Particulars | Amount (₹ in Crore) As on March 31, 2018 |
|---|--|
| Issued, subscribed and fully paid up equity shares: | |
| 12,833,235,180 Equity Shares of ₹5/- each, fully paid up* | 6,416.62 |
| Total - A | 6,416.62 |
| Free Reserves | |
| General reserve | 1,62,894.97 |
| Retained Earnings | 2,483.08 |
| Total - B | 1,65,378.05 |
| Total C = A+B | 1,71,794.67 |
| Maximum amount permissible for the Buy-back i.e. 10% of the aggregate fully paid-up equity share capital and free reserves pursuant to Section 68(2) of the Companies Act requiring Board Resolution. | 17,179.47 |
| Amount approved by the Board of Directors for buy-back in the meeting held on December 20, 2018 | 4,022 |

*Excludes forfeited 18,972 shares of face value of ₹10 each which was forfeited in the year 2006-07 against which amount originally paid was ₹0.015 crore.

(iii) Based on the representations made by the Company and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we report that we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on December 20, 2018, is unreasonable in all the circumstances in the present context.

(iv) The Board of Directors in their meeting held on December 20, 2018 have formed the opinion in terms of Clause (x) of Schedule I of the Buyback Regulations, on reasonable grounds that the Company, having regard to its state of affairs, shall not be rendered insolvent within a period of one year from that date.

(v) We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

The compliance with the provisions of the Companies Act, 2013 and Buyback Regulations is the responsibility of the Company's management. Our responsibility is to report on the amount of permissible capital for the buyback and report that the audited accounts on the basis of which calculation with

reference to buyback is done and read the resolution of the Board of Directors for the meeting held on December 20, 2018 referred to in paragraph (i) and (iv) above.

This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include it in public announcement, draft letter of offer and letter of offer to be circulated to the shareholders and filed with various regulatory agencies and providing to parties including the Manager to the offer, in connection with Buyback and should not be used for any other purpose or by any other person.

Yours faithfully,

For Dass Gupta & Associates
Chartered Accountants
Firm Regn. No. 000112N

Sd/
Pankaj Mangal
Partner
Membership No.: 097890
Place: New Delhi
Date: December 20, 2018

Unquote:

7. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

7.1 The Buy-back is open to all Equity Shareholders of the Company holding Shares either in physical and/or electronic form as on the Record Date.

7.2 The Buy-back shall be implemented by the Company using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI as mentioned under Para 1.2 above following the procedure prescribed in the Companies Act and the Buy-back Regulations and as may be determined by the Board/Committee and on such terms and conditions as may be permitted by law from time to time.

7.3 For implementation of the Buy-back, the Company has appointed IDBI Capital Markets & Securities Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buy-back would be made by the Company. The contact details of the Company's Broker are as follows:



IDBI Capital Markets & Securities Limited
6th floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai 400005
Contact Person: Ms. Charushila Parkar
Tel No.: +91 (22) 2217 1700; **Fax No.:** +91 (22) 2215 1787;
Email: charushila.parkar@idbicapital.com; **Website:** www.idbicapital.com
SEBI Registration Number: INZ000007237
Corporate Identity Number: U65990MH1993GOI075578

7.4 The Company has arranged NSE for providing a separate acquisition window to facilitate placing of sell orders by eligible Equity Shareholders who wish to tender their Shares in the Buy-back. The details of the platform will be notified by NSE from time to time.

7.5 During the tendering period, the order for selling the Equity Shares will be placed on the acquisition window by eligible Equity Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for demat shares as well as physical shares.

7.6 Procedure to be followed by Equity Shareholders for tendering their Shares under Buy-back

7.6.1 Where the Shares are held in dematerialized form:

- Equity Shareholders who desire to tender their Equity Shares in the electronic form under the Buy-back would have to do so through their respective Shareholder Broker by indicating to such broker, the details of Equity Shares they intend to tender under the Buy-back.
- The Shareholder Broker would be required to place an order/bid on behalf of the Shareholders who wish to tender Equity Shares in the Buy-back using the acquisition window of the NSE. Before placing the order/bid, the eligible Shareholder would require to transfer the number of Equity Shares tendered to the special account of NSE Clearing Limited ("Clearing Corporation"/"NCL"), by using the early pay-in mechanism of the depositories prior to placing the bid by the Shareholder Broker. This shall be validated at the time of order/bid entry.
- The details of the settlement number for the Buy-back will be provided in separate circular which shall be issued at the time of issue opening by NSE/NCL.
- For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders by 6 p.m. on last trading date of the tendering period (i.e. date of closing of the Buy-back offer). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Equity Shareholder on whose behalf the Bid has been placed. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, Number of Equity Shares tendered etc.

7.6.2 Where the Shares are held in the physical form:

- Equity Shareholders who are holding physical Shares and intend to participate in the Buy-back will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) original share certificate(s), (ii) valid share transfer form(s)/Form SH 4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of PAN Card(s) of all holders, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Shareholder is deceased, etc., as applicable. In addition, if the address of the Equity Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Equity Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport. In the event, any of the above referred details are not provided, then the Company may decide the validity of such Bid/Tender Form in consultation with the Registrar to the Buy-back Offer and Manager to the Buy-back Offer.

b. Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the physical Equity Shareholders who wish to tender Equity Shares in the Buy-back, using the acquisition window of NSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Equity Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.

c. Any Shareholder Broker/Equity Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buy-back Offer i.e. Alankit Assignment Limited (at the address mentioned at paragraph 11 below) not later than 2 (two) days from the offer closing date. The envelope should be superscribed as "ONGC Buy-back Offer 2018". One copy of the TRS will be retained by Registrar to the Buy-back offer and it will provide acknowledgement of the same to the Shareholder Broker.

d. Equity Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted to the Registrar. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the Buy-back Regulations and any further directions issued in this regard. Registrar to the Buy-back Offer will verify such bids based on the documents submitted on a daily basis and till such verification, NSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buy-back Offer confirms the bids, they will be treated as 'confirmed bids'.

7.7 Modification/cancellation of orders will be allowed during the tendering period of the Buy-back.

7.8 The cumulative quantity tendered shall be made available on NSE website i.e. www.nseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.

8. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per Buy-back Regulations:

8.1 The Company will transfer the funds pertaining to the Buy-back to the Company's Broker bank account. For Equity Shares accepted under the Buy-back, NCL will make direct funds based on bank account details received from depositories to respective eligible Equity Shareholders. If the funds transfer instruction is rejected by Reserve Bank of India ("RBI"/"Bank, due to any reason, then such funds will be transferred to the concerned Shareholder Broker settlement bank account for onward transfer to their respective shareholders.

8.2 The Equity Shares bought back in the demat form would be transferred directly to the escrow account of the Company (the "Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the NSE.

8.3 The Equity Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to non-acceptance of whatsoever reason.

8.4 Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by NCL. If the securities transfer instruction is rejected in the depository system, due to any issue then such Shares will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Shareholder. In case of custodian participant orders, excess demat Shares or unaccepted demat Shares, if any, will be returned to the respective custodian participant.

8.5 Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the concerned Equity Shareholders directly by Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back by Equity Shareholders holding Equity Shares in the Physical form.

8.6 The settlement of fund obligation for dematerialized and physical Equity Shares shall be effected as per the SEBI Circulars and as prescribed by stock exchange and NCL from time to time. NCL would settle the trades by making direct funds payout to the Equity Shareholders and the Shareholder Broker would issue contract note to the Company for the Equity Shares accepted under the Buy-back. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back. If the fund transfer instruction is rejected by RBI or bank, due to any reason, then the amount payable to Equity Shareholders will be transferred to the Shareholder Broker for onward transfer to the Equity Shareholder.

8.7 Equity Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Equity Shareholders for tendering Equity Shares in the Buy-back (secondary market transaction). The Buy-back consideration received by the selling Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Equity Shareholders.

8.8 The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed under the Buy-back Regulations.

9. RECORD DATE AND SHAREHOLDER ENTITLEMENT

9.1 As required under the Buy-back Regulations, the Company has fixed Friday, January 04, 2019 as the record date (the "Record Date") for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the Buy-back.

9.2 The Equity Shares proposed to be bought back by the Company, as part of this Buy-back Offer shall be divided in to two categories: (a) reserved category for Small Shareholders (A "Small Shareholder" is defined in the Buy-back Regulations as a shareholder, who holds equity shares having market value, on the basis of closing price of the Equity Shares on the recognized stock exchange registering the highest trading volume in respect of such shares, as on record date, of not more than ₹2,00,000 (Rupees Two Lakh Only)) and (b) the general category for all other shareholders, and the entitlement of a shareholder in each category shall be calculated accordingly.

9.3 In accordance with Regulation 6 of the Buy-back Regulations, 15% (fifteen per cent) of the number of Equity Shares which the Company proposes to buy back, or number of shares entitled as per shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buy-back.

9.4 On the basis of shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buy-back. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such shareholder belongs.

9.5 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.

9.6 **The Equity Shareholders' participation in the Buy-back will be voluntary.** The Equity Shareholders can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-back or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buy-back, without additional investment. The Equity Shareholders may also accept a part of their entitlement. The Equity Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Equity Shareholders.

9.7 The maximum tender under the Buy-back by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

9.8 The Equity Shares tendered as per the entitlement by shareholders as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buy-back Regulations.

9.9 Detailed instructions for participation in the Buy-back (tender of Equity Shares in the Buy-back) as well as the relevant time table will be included in the Letter of Offer which will be sent through email along with the application form in due course to the Eligible Shareholders as on Record Date, who have their email IDs registered with the Company/Registrar and transfer agent/depository, however, on receipt of a request by Registrar to the Buy-back Offer and Manager to the Buy-back Offer to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and Tender Form were emailed), the same shall be sent physically. For all Eligible Shareholders who do not have their email IDs registered with the Company/Registrar to the Buy-back/depository, the Letter of Offer alongwith Tender Form will be sent physically.

10. COMPLIANCE OFFICER

Mr. M E V Selvam

Company Secretary

Oil and Natural Gas Corporation Limited,

Plot No. 5A-5B, Nelson Mandela Road, Vasant Kunj, New Delhi - 110 070

Tel: 011 2675 4085; Fax: 011 2612 9091;

Email: secretariat@ongc.co.in; Website: www.ongcindia.com

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. IST to 5:00 p.m. IST on all working days except Saturday, Sunday and public holidays.

11. REGISTRAR TO THE BUY-BACK OFFER/INVESTOR SERVICE CENTRE

In case of any query, the shareholders may contact the Registrar & Transfer Agent on any day except Sunday and Public Holidays. They may contact from 10:00 a.m. IST to 5:00 p.m. IST during Monday to Friday and from 10:00 a.m. IST to 1:00 p.m. IST on Saturdays, at the following address:

Alankit

Health & Wealth, We Manage Both

ALANKIT ASSIGNMENTS LIMITED

Alankit Heights,

205-208, Anarkali Complex, Jhandewalan Extension, New Delhi -110 055

Contact Person: Ms. Shivani Saxena/Ms. Shruti Agnihotri

Tel: +91 (11) 4254 1953/4254 1627; Fax: +91 (11) 2355 2001;

E-mail: ongcbuyback@alankit.com;

Website: www.alankit.com;

SEBI Registration Number: INR000002532;

Validity Period: Permanent

Corporate Identity Number: U74210DL1991PLC042569

12. MANAGER TO THE BUY-BACK OFFER



IDBI CAPITAL MARKETS & SECURITIES LIMITED

6th floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai 400005

Tel No.: +91 (22) 2217 1700; Fax No.: +91 (22) 2215 1787;

Contact Person: Mr. Sumit Singh

Email: ongc.buyback@idbicapital.com;

Website: www.idbicapital.com

SEBI Registration Number: INM000010866;

Validity Period: Permanent

Corporate Identity Number: U65990MH1993GOI075578

13. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buy-back Regulations, the Board of Directors of the Company accept full and final responsibility for the information contained in this Public Announcement and confirms that the same contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
Oil and Natural Gas Corporation Limited

| | | |
|---|--|--|
| Sd/- | Sd/- | Sd/- |
| Shashi Shanker Chairman & Managing Director (DIN: 06447938) | Subhash Kumar Director (Finance) (DIN: 07905656) | M E V Selvam Company Secretary (M. No.: F4209) |

New Delhi
December 21, 2018

PRESSMAN