



Oil and Natural Gas Corporation Limited

(A Government of India Enterprise)

CIN: L74899DL1993GOI054155

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

Phone No.: 011-26754073 Fax: 011-26129081

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

ONGC Policies under Prohibition of Insider Trading Regulations, 2019

*(With immediate effect in terms of approval of the Board of Directors
at the meeting held on 30.05.2019)*

ONGC Policies under Prohibition of Insider Trading Regulations, 2019

1. Introduction

The Company's extant "Code of Internal Procedures and Conduct for Prohibition of Insider Trading in dealing with the securities of ONGC" was considered and approved by the Board of Directors at the 268th Meeting of the Board held on 29.04.2015 as required under the SEBI (Prohibition of Insider Trading) Regulations 2015 hereinafter refer to as the **PIT Regulations**.

SEBI vide recent amendments to PIT Regulations made certain changes which became effective from 01.04.2019. Considering the said amendments it is proposed to formulate and adopt revised policies under the caption "**ONGC Policies under Prohibition of Insider Trading Regulations**" (hereinafter collectively refer to as **ONGC - PIT Policies**, which shall include-

- (i) Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI);
- (ii) Code of conduct for regulating, monitoring and reporting of trading by Designated Persons; and
- (iii) Policies and Procedure for inquiry in case of alleged/ suspected leak of UPSI.

2. Policy and Obligation:

The Company endeavours to preserve the confidentiality of UPSI and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Designated Person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Designated Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

3. Definitions:

- (a) "**Act**" means the Securities and Exchange Board of India Act, 1992.
- (b) "**Chief Investor Relations Officer/ CIRO**" means in-charge Corporate Finance of the Company or any other executive as nominated by the Chairman & Managing Director (CMD) of the Company from time to time.
- (c) "**Company/ ONGC**" means Oil and Natural Gas Corporation Limited.
- (d) "**Compliance Officer**" means Company Secretary of the Company.

(e) "**Connected Person**" means,-

- (i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - 1) an immediate relative of connected persons specified in clause (i) above; or
 - 2) an associate company or subsidiary company; or
 - 3) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - 4) an investment company, trustee company, asset management company or an employee or director thereof; or
 - 5) an official of a stock exchange or of clearing house or corporation; or
 - 6) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - 7) a member of the board of directors or an employee, of a public financial institution as defined in Section 2(72) of the Companies Act, 2013; or
 - 8) an official or an employee of a self-regulatory organization recognized or authorized by the SEBI; or
 - 9) a banker of the Company; or
 - 10) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent (10%) of the holding or interest.

(f) "**Designated Persons**" shall include –

- 1) Promoter of the Company being the President of India acting through the Ministry of Petroleum and Natural Gas.
- 2) All members of the Board of Directors;
- 3) All executives of ONGC of the level of Executive Directors, Group General Managers and Advisers.
- 4) All Key Executives, not covered in (3) above, as identified by the Executive Committee of the Company from time to time.
- 5) All employees pertaining to Management Service Group functioning under the CMD and Functional Directors of the Company.
- 6) All employees (including support staff) of Corporate Finance, Corporate Treasury, Corporate Communications, Corporate

Planning, Corporate Legal, Business Development and Joint Ventures Group, Marketing, Corporate Accounts, Corporate Affairs, Company Secretariat, Exploration Contract Management Group, Pricing Cell, Infocom and Chief Investor Relations Officer.

- 7) Any other employee of the Company having possession of UPSI;
- 8) Board member(s), Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS) of material subsidiaries of the Company; and
- 9) Immediate Relative members of (2) to (8) above.

Explanation: For the purpose of clause (8) above, "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of ONGC and its subsidiaries in the immediately preceding accounting year.

- (g) "**Generally available information**" means information that is accessible to the public on a non-discriminatory basis;
- (h) "**Immediate relative**" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
- (i) "**Insider**" means any person who is a connected person; or in possession of or having access to UPSI of the Company;
- (j) "**Regulations**" mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- (k) "**SEBI**" means the Securities and Exchange Board of India;
- (l) "**Trading**" means subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in equity shares and/ or other securities of the Company, and "trade" shall be construed accordingly;
- (m) "**Trading day**" means a day on which the recognized stock exchange are open for trading;
- (n) "**Trading Window**" means the period during which Designated Persons and Insiders of the Company may trade in the equity shares and/ or securities of the Company.
- (o) "**Unpublished Price sensitive information (UPSI)**" means any information relating to the Company or the securities of the Company, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - 1) Financial results;
 - 2) Dividends;

- 3) Change in capital structure;
- 4) Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- 5) Changes in Key Managerial Personnel; and
- 6) Such other information as may be decided by the CMD.

4. Applicability-

“ONGC - PIT Policies” shall apply to all Insiders, Connected Person and Designated Persons.

5. Code of practices and procedures for Fair disclosure of Unpublished Price Sensitive Information (UPSI):

A. Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of UPSI -

- (i) Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- (ii) Uniform and universal dissemination of UPSI to avoid selective disclosure.
- (iii) CISO to deal with dissemination of information and disclosure of UPSI.
- (iv) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (v) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities by the CISO.
- (vi) Ensuring that information shared with analysts and research personnel is not UPSI by the CISO.
- (vii) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made by the CISO.
- (viii) Handling of all UPSI on a need-to-know basis.

B. Principles for sharing UPSI for legitimate purposes and maintenance of database:

- (i) “Legitimate Purpose” shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of PIT Regulations.
- (ii) Any person in receipt of UPSI, pursuant to (i) above shall be considered an “insider” and due notice shall be given to such persons to maintain confidentiality of such UPSI.

- (iii) A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared under this principles along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

6. Code of conduct for regulating, monitoring and reporting of trading by Designated Persons:

- (i) Trading when in possession of UPSI: No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI. When a person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- (ii) All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The code of conduct shall follow norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to “cross the wall”.

- (iii) Designated Persons of the Company and their immediate relatives shall be governed by the ONGC – PIT Policies in their dealing with the securities of the Company, in addition to applicable laws.
- (iv) Trading Window Closure: Designated persons may execute trades subject to compliance with the PIT Regulations. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

The trading window shall remain closed for financial statements as under:

<i>Declaration of Financial Results for</i>	<i>Trading Window Closure period</i>	
	<i>From</i>	<i>To</i>
First quarter	1 st July of the financial year.	Upto 48 hours after declaration of financial results, as notified from time to time.
Second quarter	1 st October of the financial year.	
Third quarter	1 st January of the financial year.	
Annual and fourth Quarter	1 st April of following financial year.	

In addition, the Company may declare any other schedule for closure of trading window based on requirements and the same shall be notified accordingly.

The gap between clearance of accounts by Audit Committee and Board meetings should be as narrow as possible and preferably on the same day to avoid leakage of material information.

- (v) When the trading window is open, Designated persons shall be entitled to trade on the equity shares and/ or securities of the Company for an aggregate value not exceeding rupees one crore per annum; however, trading beyond such limit shall be subject to pre-clearance by the Compliance Officer.
- (vi) Pre-clearance of Trades: All Designated Persons and their immediate relatives who intend to trade in the securities of the Company exceeding value rupees one crore should obtain pre-clearance of such the transaction(s) by making application to the Compliance Officer for pre-clearance in **Form A**.
- (vii) The time-frame for execution of trade shall be seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance shall be sought for the trades.
- (viii) Designated person shall not execute a contra trade within six months, however the Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate PIT regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act. Provided that this shall not be applicable for trades pursuant to exercise of stock options.
- (ix) The Designated Person shall submit the application in **Form A** of these Code for pre-clearance, reporting of trades executed, reporting of trade not executed after securing pre-clearance and for reporting the holding positions in securities of the Company on annual basis to monitor compliance with the PIT Regulations.
- (x) A trading activities of Designated Persons as per approved Trading Plans, in terms of Regulation 5 of the PIT Regulations don not warrant pre-clearance.
- (xi) The Compliance Officer shall submit consolidated trading report to the Board through the Audit Committee on an annual basis.
- (xii) In case of report on alleged violation or suspected violations, the Committee comprising the Director (Finance), the Director (HR),

the CIRO and the Compliance Officer, shall conduct enquiry and on determination of guilt, may recommend imposition of disciplinary actions including wage freeze, suspension, recovery and/ or claw-back for approval by the Chairman and Managing Director. This shall be without prejudice to the powers of SEBI to proceed against violation(s) under the PIT Regulations.

- (xiii) The Compliance Officer shall promptly report to SEBI of determination of violation of PIT Regulations.
- (xiv) Designated persons shall be required to disclose names and Permanent Account Number or any other identifier like Aadhar number, demat account details, bank account details, of the following persons to the Company on an annual basis and as and when the information changes –
- a) immediate relatives;
 - b) persons with whom such designated person(s) shares a material financial relationship;
 - c) Phone, mobile/ cell numbers which are used by them;
 - d) names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

- (xv) All Designated Persons, excepting the President of India, shall immediately share the ONGC- PIT Policy with any other person including Connected Person and Insiders, with whom s/he proposes to share UPSI only after getting and such person shall immediately execute “acknowledgement of the Policy” and shall maintain confidentiality.

7. Confidentiality & Communication of UPSI:

The PIT Policy envisages robust institutional mechanism including china wall system for its implementation. In view of requirements, role of Compliance Officer, CIRO, in-charge Corporate Communication and Designate Employees shall be as under:

(A) Compliance Officer:

- (i) To notify Stock exchanges with respect to update Code for Insider trading upon approval of the Board;
- (ii) To notify the trading plan to stock exchanges and arrange for placing on the intranet, for dissemination to Designated Persons;

- (iii) To disseminate the PIT Policy amongst Designated Persons of material subsidiaries.
- (iv) To provide any clarifications with regard to the implementation of the PIT Policy.
- (v) To receive disclosures from Director/ KMP/ Promoter as provided in **Form B**.

(B) Chief Investor Relationship Officer (CIRO):

- (i) CIRO Shall be responsible for compliance of policies, procedures, maintenance of records, monitoring and adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.
- (ii) CIRO shall ensure adequate and effective system of internal controls to ensure compliance with the requirements given in the regulations to prevent insider trading. Further, periodic process review to evaluate effectiveness of such internal controls and reporting to the Board through the Compliance Officer.
- (iii) CIRO in co-ordination with Corporate HR and ICE Team shall maintain a digital database containing the name and PAN (or any other identifier authorized by law where PAN is not available) of such persons or entities with whom UPSI is shared. The digital data-base shall be maintained with adequate internal controls and checks such as time-stamping and audit trails to ensure non-tampering of database. Inputs in this regard shall be ensured by the concerned Heads of Departments within 2 working days of the said UPSI.
- (iv) To receive disclosures from Designated Persons as provided in **Form B**.
- (v) CIRO shall deal with dissemination of information and disclosure of UPSI. Uniform and universal dissemination of UPSI shall be ensured to avoid selective disclosure. In case of selective dissemination of UPSI inadvertently or otherwise, it shall be ensured promptly to make such information generally available. Accordingly,
 - (a) CIRO shall ensure that the information shared with analysts and research personnel is not UPSI and the principles such as, equality of access to information, calls and meetings with analysts etc. are being followed.
 - (b) CIRO shall ensure development of best practices to make transcripts or records of proceedings of meetings with analysts/ other investor relations conferences available on the official website to ensure official confirmation and documentation of

disclosures made.

- (c) The CISO or any officer authorized by the CMD shall be invited to meetings/ conferences organized by the Company with the analysts/ institutional investors. Apart from CISO, no person, except those authorized by the CMD shall disclose any information relating to the Company's Securities to analysts and institutional investors.

(C) In-Charge Corporate Communications (CC):

- (i) In line with the Company practice, CC shall ensure release of all official Press Releases to media after submission to Stock Exchanges. These press releases shall also be posted on the website of the Company.
- (ii) CC shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities/ stock exchanges in consultation with Head of the concerned department to which the news report/ market rumour pertains and the CISO.
- (iii) Any other material event having bearing on the performance/ operations of the Company as well as price sensitive information pertaining to any Specific Function/ Division/ Unit shall be promptly reported to CC by concerned Functional Head or Unit/ Division Head. CC after taking approval of the CMD shall communicate the same to Stock Exchanges through Compliance Officer, under intimation to CISO.

(D) Designate Employees:

Designated Person shall obtain necessary acknowledgment for having taken note of this Policy from outsider(s) dealing with respective departments, say Auditors/ Investors representatives/ Equity Analysts etc. before sharing of any UPSI.

8. Policies and Procedure for inquiry in case of leak/ suspected leak of UPSI:

In case of report of any alleged leak or suspected leak of UPSI, the Committee comprising the Director (Finance), the Director (HR), the CISO and the Compliance Officer, shall conduct enquiry and on determination of guilt, may recommend imposition of disciplinary actions including wage freeze, suspension, recovery and/ or claw-back for approval by the Chairman and Managing Director. This shall be without prejudice to the powers of SEBI to proceed against violation(s) under the PIT Regulations.

9. Effective Date:

The ONGC – PIT Policy shall become effective from 30.05.2019.

10. Amendment:

Amendment in Policy shall be made as under:

- (i) Amendment required due to statutory modifications on account of change in law including clarifications issued under the PIT Regulations or modification required for clarification purposes shall be appropriately factored in the ONGC – PIT Policy with the approval of the Chairman and Managing Director of the Company; and
- (ii) Amendment proposal not covered as per clause (i) above, shall be subject to approval of the Board of Directors of the Company.

OIL AND NATURAL GAS CORPORATION LIMITED

Plot No.5A-5B, Nelson Mandela Road, Vasant Kunj,
New Delhi- 110070

FORM - A

APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES

(In terms of clause 5(ix) of ONGC policies under Prohibition of Insider Trading Regulations)

The Compliance Officer
Oil and Natural Gas Corporation Limited
Plot No.5A-5B, Nelson Mandela Road, Vasant Kunj,
New Delhi - 110070

I,.....a Designated Person of Oil and Natural Gas Corporation Limited intend to carry out transaction(s) in the shares of Oil and Natural Gas Corporation Limited as per the details given below:-

No. of shares held (including by dependent members) as on the date of application	Folio No. / DPID & Client ID and CPF Number In case of Designated Person	Nature of new transaction for which approval is sought	Estimated number of securities to be dealt	Estimated consideration value	Whether proposed transaction is in the name of self or in the name of dependent family member	Name of the dependent/ relationship, if the transaction is in the name(s) of the dependent(s)

[Note: The Designated Persons shall also include particulars with regard to trading which he proposed to take up in derivatives in the aforesaid application.]

In this connection I solemnly confirm and declare:

- a) **THAT** I do not have access and/or have not received any Price Sensitive Information up to the time of signing the undertaking;
- b) **THAT** in case I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall completely refrain from dealing in the securities of the Corporation till the time such information becomes public;
- c) **THAT** I have not contravened the Code of Conduct for prohibition of insider trading as notified by the Corporation from time to time.
- d) **THAT I hereby confirm that I abide by the provisions of ONGC Policies under Prohibition of Insider Trading Regulations and in the SEBI (PIT) Regulation, 2015 as may be amended or re-enacted from time to time with regards to dealing with securities of the Company**

I, hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of ONGC policies under Prohibition of Insider Trading Regulations.

<i>In case of Director/ Employee Designated Person</i>	<i>For Non-Employee Designates Person</i>
<i>Name:</i>	<i>Name:</i>
<i>CPF:</i>	<i>Occupation:</i>
<i>Designation:</i>	<i>PAN/ Aadhar:</i>
<i>Department:</i>	<i>Address:</i>
<i>Date of Joining /becoming/ Designated Person:</i>	<i>Phone/ Mobile:</i>
	<i>Email:</i>

Signature:

Date :
Place :

OFFICE USE

Serial number of the application received:

Date & time of receipt of the Application:

Date & time of communication of the pre-clearance or otherwise:

Reasons for not giving pre-clearance:

Signature of the Compliance Officer/ Authorised Officer

Disclosure Requirements
ONGC Policies under Prohibition of Insider Trading Regulations, 2019

(A) Initial Disclosures under Regulation 7(1) of the PIT Regulations:

<i>By Whom</i>	<i>What to be disclosed</i>	<i>When to be disclosed</i>	<i>Form</i>
Promoter/ member of the promoter group/ Director/ KMP.	Shareholding in the Company.	Within thirty days of the Regulations taking effect.	In Form Prescribed by SEBI.
Every person on appointment as KMP/ Director/ upon becoming Promoter.	Shareholding in the Company.	Within seven days of such appointment or of becoming Promoter.	In Form Prescribed by SEBI
Designated Persons	<p>1. Name & PAN (or any other identifier authorized by law) of the following persons:</p> <p>a) Immediate Relatives;</p> <p>b) Persons with whom the designated person shares a material financial relationship;</p> <p>c) Phone, mobile & cell numbers which are used by the above persons</p> <p>2. Names of educational institutions from which the designated person has graduated/ studied.</p> <p>3. Names of past employers.</p>	Within 30 days of becoming a Designated Person	Form C

(B) Continual Disclosures under Regulation 7(2) of the PIT Regulations:

<i>By Whom</i>	<i>What to be disclosed</i>	<i>When to be disclosed</i>	<i>Form</i>
Promoter/ member of the promoter group/ Director.	Number of such securities acquired or disposed of	Within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakh or such other value as may be specified.	In Form Prescribed by SEBI
Designated Person			

It is clarified that disclosure of incremental transactions shall be made when transactions

		<i>effected after the prior disclosure cross the threshold specified above.</i>	
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Compliance Officer to Stock exchanges	Details of disclosure by Promoter/ Director/ Designated Person	Within two trading days of receipt of disclosure or becoming aware of such disclosure.	In Form Prescribed by SEBI
Designated Persons	Name & PAN (or any other identifier authorized by law) of the following persons: a) Immediate Relatives; b) Persons with whom the designated person shares a material financial relationship; c) Phone, mobile numbers which are used by the above persons.	. Within 30 days of the end of the financial year. . Whenever the information changes vis-à-vis their last disclosure, within 30 days from the change.	Form C

Note:

1. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account.
2. The Compliance Officer/ CIRO shall maintain records of all the disclosures/ declarations/ undertakings/ forms as mentioned in this Code, as received from time to time, for a period of five years.
3. The Compliance Officer shall report to the Board of Directors for the purpose of the Code and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board annually.
4. The Audit Committee shall review compliance with the provisions of insider trading regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

Format for Disclosure by Designated Person

The Chief Investor Relationship Officer,
Oil and Natural Gas Corporation Limited
New Delhi

Dear Sir/ Madam,

Pursuant to provisions of PIT Regulations, I hereby submit Initial Disclosure/ Continual Disclosure (*strikethrough which is not applicable*), please find the requisite information for your record:

1. Name & PAN or any other identifier authorized by law of the following persons:			
S. No.	Name of the Immediate Relatives * OR Persons with whom the designated person shares a material financial relationship*	PAN	Phone, mobile numbers which are used by the person.
2. Names of educational institutions from I (the Designated Person has Graduated#			
3. Names of past Employers#			

**For definition of "immediate relative" & "material financial relationship" please refer to relevant Clauses of the Code.*

Information for Points 2 & 3 have to be provided only at the time of Initial Disclosure.

I hereby declare that the particulars given above are true and in case of any change the same shall be disclosed to the Company as required.

Signature :
Name :
CPF Number (if applicable):
PAN :
Designation :
Department :
Company :
Place :
Date :