



OIL AND NATURAL GAS CORPORATION LIMITED

SECRETARIAT

Regd. Office: Pandit Deendayal Upadhyaya Urja Bhawan 5, Nelson Mandela Marg,
Vasant Kunj, New Delhi-110070

CIN: L74899DL1993GOI054155

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

ONGC/CS/SE/2016

9th November, 2016

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street, Fort MUMBAI – 400 001 BSE Security Code No. 500312	National Stock Exchange of India Ltd. Listing Department Exchange Plaza Bandra-Kurla Complex Bandra (E) MUMBAI – 400 051 Symbol-ONGC; Series - EQ
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Sub: Postal Ballot Notice

Further to our letter of even number dated 27th October, 2016 and in terms of Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Postal Ballot Notice and Form.

This Postal Ballot Notice seeks approval of Members by way of ordinary resolution for issue of Bonus shares by Capitalization of Reserves i.e an amount of ₹ 21,38,87,25,300 (Rupees two thousand one hundred thirty eight crores eighty seven lacs twenty five thousand three hundred) by issuing 1(One) new equity bonus share of ₹ 5/- each for every 2(Two) existing equity shares of ₹ 5/ each held by the Members.

The Postal Ballot Notice is being sent to Members whose names appear on the Register of Members/ List of Beneficial owners, received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 28th October, 2016.

The Company has also engaged the services of NSDL for the purpose of providing e-voting facility to its members. The e-voting shall commence from **Friday, November 11, 2016 at 9.30 A.M.(IST)** and end on **Saturday, December 10, 2016 at 05.00 P.M (IST)**.

This is for your kind information and record please.

Thanking you

Yours faithfully,
for **OIL AND NATURAL GAS CORPORATION LTD.**


(Rajni Kant)

Dy. Company Secretary

Encl: As above



OIL AND NATURAL GAS CORPORATION LIMITED

CIN: L74899DL1993GOI054155

Regd. Office: Pandit Deendayal Upadhyaya Urja Bhawan, 5, Nelson
Mandela Marg, Vasant Kunj, New Delhi-110070

Phone: 011-26754002 FAX: 011-26129091 Website: www.ongcindia.com

Email: secretariat@ongc.co.in

POSTAL BALLOT NOTICE

TO THE MEMBERS OF THE COMPANY,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 including any statutory modification and re-enactment thereof for the time being in force, that the resolution appended below for the issue of Bonus Shares is proposed to be passed as Ordinary Resolution by way of postal ballot including e-voting.

OIL AND NATURAL GAS CORPORATION LIMITED. (the "Company") proposes to issue bonus shares on the terms & conditions set out in the resolution by capitalisation of its reserves. The proposed Ordinary Resolution and explanatory statement stating material facts, as required under Section 102 of the Companies Act, 2013, are annexed herewith for consideration of members alongwith the Postal Ballot Form/ e-voting particulars.

The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed form in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 5.00 PM (IST) on Saturday, the 10th December, 2016. The Company is also providing e-voting facility for voting on the Ordinary Resolution. Members desiring to opt for e-voting facility are requested to read the notes to the Postal Ballot Notice and instructions given thereunder for e-voting purpose.

Issue of Bonus Shares by way of Capitalisation of Reserves

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT

- i. pursuant to Section 63 of the Companies Act 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time, Article 147 of the Articles of Association of the Company and provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 and subject to such consent and approval as may be required from the appropriate authorities, the consent of the members be and is hereby accorded to capitalize a sum of ₹2138,87,25,300 out of the General Reserves Account or such other account for distribution among the members of existing fully paid equity shares of ₹5/- each of the Company, whose

names will appear in the Register of Members / Beneficial Owners' Position of the Company on a date (Record Date) to be decided by the Board of Directors (which expression shall also include a Committee thereof), as an increase of the nominal amount of the share capital of the Company held by each such members, and not as income or in lieu of dividend, credited as 427,77,45,060 new fully paid equity shares of ₹5/- each as bonus shares in the proportion of 1(one) new equity bonus share of ₹5/- each for every 2 (Two) existing fully paid equity share of ₹5/- each held by them.

- ii. the new equity bonus shares of ₹5/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend (s) to be declared after the bonus shares are allotted.
- iii. no letter of allotment shall be issued to the allottees of the new equity bonus shares. Share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, or the new equity bonus shares shall be credited to the demat account of the allottees, as the case may be.
- iv. the allotment of the new equity bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.
- v. for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including, but not limited to settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares, settlement of rights of fraction as a result of the bonus issue and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper.

By Order of the Board
For and on behalf of

OIL AND NATURAL GAS CORPORATION LIMITED

(V N Murthy)
Company Secretary

Place : New Delhi
Date : 1st November, 2016

Notes:

1. The Explanatory Statement as required under Section 102 of the Act, is annexed to this Notice. A Postal Ballot Form for casting the vote by members is also enclosed.
2. The Postal Ballot Notice is being sent to all those, whose names appear in the Register of Members / Beneficial Ownership Position maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 28.10.2016.
3. **Voting rights shall be reckoned in proportion to the paid up equity shares registered in the name of the Members as on 28.10.2016 (Cut-off date).**
4. Resolution passed by the members through Postal Ballot and e-voting are deemed to have been passed effectively at a general meeting.
5. In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing the facility to its members to exercise their right to vote by electronic means as an alternative mode of voting which will enable them to cast their votes electronically. Necessary arrangements have been made by the Company through with M/s Alankit Assignments Ltd, the RTA to facilitate e-voting through NSDL.
6. The Company has appointed Shri P. P. Agarwal of M/s. P. P. Agarwal & Co., a practicing Company Secretary, as Scrutinizer to scrutinize the postal ballot and e-voting process in a fair and transparent manner.
7. **Instructions for e-voting :**

The instructions for e-voting are as under:

- a) Details of the process and manner of e-voting along with the User ID and Password are being sent to the members along with the notice:
 - By email to those members whose email ID is registered with the Company / Depository Participants.
 - By post to those members whose email ID is not registered with the Company / Depository Participant.
- b) The instructions and other information relating to e-voting are as under:
 - i. Launch internet browser by typing the URL: <https://evoting.nsdl.com>.
 - ii. Enter the login credentials (i.e. User ID and Password mentioned in the notice).

However, if you are already registered with NSDL for e-voting, you can use your existing User ID and password for logging in.

- iii. After entering these details appropriately, Click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new password.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e. Oil and Natural Gas Corporation Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes as on the Cut Off date) under "FOR / AGAINST / ABSTAIN" or alternatively, you may partially enter any number of votes in "FOR" and partially in "AGAINST" such that the total number of votes cast "FOR / AGAINST" taken together should not exceed your total shareholding as on cut off date. In case you do not wish to cast your vote you may choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xi. Corporate / Institutional members are

required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: fcs.ppa@gmail.com with a copy marked to evoting@nsdl.com.

8. The e-voting would commence on **Friday, 11th November, 2016 at 9:30 A.M. (IST) and end on Saturday, December 10, 2016 at 05.00 P.M. (IST)**. During this period, the eligible members of the Company may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter.
9. Members who opt to vote by Postal ballot shall ensure that the duly completed form should reach the Scrutinizer before 5.00 pm (IST) on December 10, 2016.
10. Any member who has not received the Postal Ballot Form may write to the Company or Registrar & Share Transfer Agents (RTA) of the Company for obtaining a duplicate / additional form.
11. Members who cast their votes electronically should not vote through ballot paper attached with this notice. However, in case a member votes electronically as well as through ballot paper, the vote cast through ballot paper will be ignored.
12. The date of declaration of the result of the Postal Ballot shall be deemed to be the date of passing of the said resolution.
13. The Scrutinizer shall not later than two days of conclusion of postal ballot process i.e. on or before **Monday, 12th December 2016** submit the Scrutinizer's report to the Chairman of the Company or such other officer authorized by the Chairman. Further the result of the Postal Ballot will be announced on or before **Monday, 12th December 2016** at the Registered Office of the Company at Pandit Deendayal Upadhyaya Urja Bhawan, 5, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070
14. The results of voting along with the Scrutinizer's Report(s) thereon would be available on the website of the Company (www.ongcindia.com) and on Service Provider's website (<https://alankit.com>) immediately after the declaration of the results and would also be communicated simultaneously to the BSE Limited and the National Stock Exchange of India Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Authorised Share Capital of the Company is ₹15,000 Crore (comprising 30,000,000,000 equity shares of ₹5 each) and the Paid-up Share Capital is ₹4,277.74 Crore (comprising 8,555,490,120 fully-paid equity shares of ₹5 each). The Reserves as per the audited financial statement as on 31st March 2016 is ₹1,47,574.94 Crore. The Company had in the past issued Bonus Shares in 1995-96 (3.08: 1), and 2006-07 (1:2) and again in 2010-11 (1:1) after equity Share of the Company was split from the face value of ₹10/- into two equity shares of the face value of ₹5/- each. The Board of Directors at their meeting held on 27th October 2016 have recommended the issue of bonus shares in the proportion of 1 (one) new equity share of ₹5/- each of the Company for every 2 (Two) existing equity share of ₹5/- each fully paid up of the Company held by the shareholders on Record Date to be hereafter fixed by the Board / Committee of the Board, by capitalization of a sum of ₹2138.87 Crore from the Reserves. The same is proposed to be applied in full by issuing at par 4,277,745,060 new equity shares of ₹5/- each as bonus shares. Consequently, the paid up equity share capital of the Company would increase to ₹6,416.63 Crore consisting of 12,833,235,180 equity shares of ₹5/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities. As per Article 147 of the Articles of Association of the Company, it is necessary to obtain the approval of the members for issue of bonus shares by capitalization of reserves.

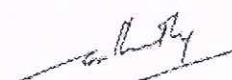
Further, it is proposed to authorize the Board of Directors / Committee of the Board of the Company to complete all the regulatory formalities as prescribed by SEBI, RBI, Stock Exchanges on which the Company's shares are listed and/or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Board of Directors of the Company recommends the Ordinary Resolution as set out in the accompanied Notice for approval of the shareholders through postal ballot including e-voting.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

By Order of the Board
For and on behalf of

OIL AND NATURAL GAS CORPORATION LIMITED



(V N Murthy)
Company Secretary

Place : New Delhi
Date : 1st November, 2016



OIL AND NATURAL GAS CORPORATION LIMITED

CIN: L74899DL1993GOI054155

Regd. Office: Pandit Deendayal Upadhyaya Urja Bhawan 5, Nelson Mandela Marg, Vasant Kunj,
New Delhi-110070

Phone: 011-26754002 FAX: 011-26129091 Website: www.ongcindia.com Email: secretariat@ongc.co.in

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No.:

1. Name and Registered Address of the Sole / First
Named Shareholder :

2. Name(s) of the Joint Holder(s),if any :

3. Registered Folio No. / DP ID No. /Client ID No*
(Applicable to investors holding shares in
dematerialized form) :

4. Number of Shares held :

I / We hereby exercise my / our vote in respect of the Ordinary Resolution to be passed through postal ballot for the business as stated in the Notice of the Company dated 1st November, 2016 by conveying my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Description	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution AGAINST)	I / We abstain to vote to the Resolution (ABSTAIN)
Ordinary Resolution for Issue of Bonus Shares.				

Place:

Date:

Signature of the Member

(P.T.O for instructions)

The Company has engaged the services of M/s National Securities Depositories Ltd.(NSDL) through M/s Alankit assignments Ltd. as the Authorised Agency to provide evoting facility. The evoting particulars are set out below:

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD/PIN

Instructions:

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form in all respects and send it to the scrutinizer in the attached self addressed postage prepaid envelope. However, envelopes containing postal ballot forms, if deposited in person or sent by courier at the expense of the members, will also be accepted. Voting through any other form or photocopy of the postal ballot form will not be considered valid.
2. The Company is also offering evoting facility as an alternative for the members to enable them to cast their vote electronically. The detailed procedure of evoting is enumerated in the postal ballot notice. However, Shareholders can opt for only one mode of voting i.e. either evoting or postal ballot
3. The self-addressed envelope bears the address of the scrutinizer i.e **Shri P P Agarwal, Scrutinizer, Unit : ONGC Ltd. C/o M/s Alankit Assignments Limited, Alankit Heights, 1E/13 Jhandewalan Extension, New Delhi - 110055**
4. This form should be completed and signed by the member. In case of joint holding, the Form should be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
5. In case shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by certified copy of the Board Resolution / Authority. Postal Ballot Form signed by the holder of power of attorney for and on behalf of a member of the company must be accompanied by the attested true copy of Power of Attorney. If the same is already registered with the Company or the Registrar, please quote the Registration No. beneath the signature.
6. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for each of the resolution, as the case may be, before mailing the Postal Ballot Form.
8. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
9. Shareholders are entitled to cast their votes differently i.e. all the votes either in favour or against or partly in favour or against.
10. **Duly completed postal ballot form should reach the Scrutinizer not later than the close of working hours on Saturday, the 10th December, 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.**
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on 28th October, 2016.
12. Votes will be considered invalid on the following grounds:
 - I. if the member's signature does not tally.
 - II. if the member has marked all his shares both in favour and also against the resolutions.
 - III. if the ballot paper is unsigned.
 - IV. If the ballot paper is filled in pencil or signed in pencil.
 - V. if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.
13. The Scrutinizer's decision on the validity of the postal ballot will be final.