OIL AND NATURAL GAS CORPORATION LIMITED

COMPANY SECRETARIAT

Regd. Office : 'Deendayal 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/2017-18 24.02.2018

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**

Dear Sir/ Madam,

Subject: Postal Ballot Notice, form and newspaper Notice for shareholders

In terms of Regulation 47(1) (d) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Postal Ballot Notice and Form for seeking approval of Members by way of ordinary resolution for "Ratification of Related Party Transaction"

We also enclosed the clippings of Newspaper advertisement confirming completion of dispatch of Postal Ballot Notice and form to all the eligible shareholders.

Yours sincerely,

For Oil and Natural Corporation Limited

24/02/18

M E V Selvamm
Compliance Officer &
Company Secretary

Encl:

1. Postal Ballot Notice
2. Postal Ballot Form
3. Advertisements – Newspaper Clippings

Phone: 011-26754073, 011-26754079 EPABX : 26750999, 26129000 Fax : 011-26129081

the prior approval was impracticable. Accordingly, the present proposal seeking the ratification of the transaction by the members is sent. However, as a related party to the transaction, there will be no participation by GoI in the Postal Ballot Process.

Further, the particulars of the Acquisition are set-out below as required in terms of the Rules:

(a) Name of the related party: The President of India

(b) Name of the director or key managerial personnel who is related, if any:

The President of India has nominated the following directors on the Board of Directors of the Company as Government Nominees:

(i) Shri. Rajiv Bansal, Additional Secretary & Financial Advisor, Ministry of Petroleum & Natural Gas, Government of India; and

(ii) Shri. Amar Nath, Joint Secretary, Ministry of Petroleum & Natural Gas, Government of India.

(c) Nature of relationship:

The President of India holds 8,69,00,32,256 equity shares of the Company, representing 67.72% of the share capital of the Company.

(d) Nature, material terms, monetary value and particulars of the contract or arrangements:

The Company has acquired 77,88,45,375 equity shares of HPCL, representing 51.11% of the paid up share capital of HPCL, from the President of India for a consideration of Rs. 36915 crores free from all liens and with corresponding voting rights and other benefits appertaining thereto on pari-passu basis. The Seller has provided customary representations and warranties relating to its capacity and authority to enter into the agreement and title to shares. The acquisition was subject to fulfilment of conditions precedent for both the Company and the President of India. The transaction was consummated as an off-market transaction on 31.01.2018 and the Company, by virtue of holding 51.11% of the share capital of HPCL, become the holding company of HPCL.

(e) Any other information relevant or important for the members to take a decision on the proposed resolution:

Your Company and HPCL operate in different segments of the Oil & Gas industry. Your Company predominantly an upstream company whereas HPCL, an oil marketing company (OMC), is one of the major players in refining and marketing segment of the industry. With acquisition of HPCL, your Company would have presence across all the value chain in the oil and gas industry and emerge as a truly integrated oil and gas company. The acquisition will bring synergies between both the companies.

6) It would be relevant to note that SEBI has granted specific exemption to this transaction from the compliance under regulation 23(4) of the Listing Regulations vide its letter dated 30.11.2017. The Company has also applied to the Ministry of Corporate Affairs for a clarification/exemption for related party transactions between the Government of India and government companies Accordingly, in case the exemption/substitution notification is issued by Ministry of Corporate Affairs before the last date for postal ballot process, the resolution shall be withdrawn as not being required in view of such exemption.

Board commends the resolution for the ratification of the members.

None of the Directors, excepting the nominees of Government of India, Key Managerial Personnel and their relatives is interested in the resolution.

By Order of the Board of

OIL AND NATURAL GAS CORPORATION LIMITED

Sd/-

New Delhi
09.02.2018

M E V Selvamm
Company Secretary

OIL AND NATURAL GAS CORPORATION LIMITED

CIN: L74899DL1993GOI054155

Regd. Office: Deendayal Urja Bhawan, 5, Nelson Mandela Marg,

Vasant Kunj, New Delhi 110070

Phone: 011-26754072, FAX: 011-26129091, Website: www.ongcindia.com, Email: secretariat@ongc.co.in

POSTAL BALLOT NOTICE TO THE MEMBERS OF THE COMPANY

Dear Shareholder(s),

NOTICE is hereby given, pursuant to the provisions of sections 110, 188 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Management and Administration) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**), seeking your ratification through Postal Ballot for acquisition of 778,845,375 equity shares, representing 51.11%, in the paid-up capital of Hindustan Petroleum Corporation Limited (**HPCL**) from Government of India (GoI), made on 31.01.2018 in terms of the Share Purchase Agreement entered into between your Company and the GoI on 20.01.2018, since the GoI, being the Promoter, is a related party of your Company. Statement under Section 102 of the Act, pertaining to the transaction(s), setting out the material facts and the reasons thereof along with the Postal Ballot Form, is annexed herewith for your consideration. You are requested to read the instructions on the Postal Ballot Form and the Notice and return the completed Postal Ballots using the prepaid Business Reply Envelope attached hereto, so as to reach the Scrutinizer at the address provided therein, on or before **27.03.2018,** being the last date for the **receipt** of the completed Postal Ballot Form through Indian postal services. Postal Ballots received after the said date shall be deemed as not received. Shareholders will also be provided an option to cast their votes electronically by means of **e-voting** platform established by National Securities Depository Limited **(NSDL)**. Shareholders are requested to read the instructions carefully for e-voting before casting their votes. The Board of Directors has appointed M/s. P.P Agarwal & Co, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process, including the e-voting, in a fair and transparent manner. Upon completion of the scrutiny of the Postal Ballots and e-Voting data provided by NSDL, the Scrutinizer will submit his report to the Chairman and the voting results will be announced on or before **29.03.2018** through the Company's website at **www.ongcindia.com** besides making necessary disclosures to the Stock Exchanges.

Special Business

Ratification of Related Party Transaction

To consider and, if thought fit, to give assent/dissent to the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions under section 188, and other applicable provisions, if any, of the Companies Act, 2013, and also the applicable provision under other applicable enactments, ratification of the members of the Company be and is hereby accorded for the acquisition of 77,88,45,375 equity shares of ₹10 each, representing 51.11% in the paid up equity share capital of Hindustan Petroleum Corporation Limited from the Government of India made by the Company on 31.01.2018, in terms of the Share Purchase Agreement entered into between the Company and the Government of India on 20.01.2018, upon payment of the purchase consideration @ Rs.473.97 per share, aggregating the total consideration of Rs.36915 Crore."

By Order of the Board of

OIL AND NATURAL GAS CORPORATION LIMITED

Sd/-

New Delhi
09.02.2018

M E V Selvamm
Company Secretary

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., NSDL and CDSL as on the close of business hours on **16.02.2018**, which date shall be the **Cut-off date** for Postal Ballot Notice/E-Voting purposes.
3. **Voting rights shall be reckoned in proportion to the paid up equity shares registered in the name of the Members as on 16.02.2018 (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 the Listing Regulations, 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 Alankit Assignments Ltd, the Registrar & Share Transfer Agents **(RTA)** of the Company, to facilitate e-voting through NSDL.

6. The Company has appointed M/s P.P.Agarwal & Co, a practicing Company Secretaries, as Scrutinizer to scrutinize the postal ballot and e-voting process in a fair and transparent manner.

7. Instructions for e-voting:

   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 IDs are registered with the Company / Depository Participants.

      - By post to those members whose email IDs are 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 the said User ID and Password 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 confidentially.

      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/ ABSTAIN" 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.

      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 **26.02.2018** at 9:30 A.M. (IST) and end on **25.03.2018** 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. 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.

10. 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.

11. Members who opt to vote by **postal ballot** shall ensure that the duly completed form be dispatched before the postal closing on **25.03.2018** i.e. within 30 days from the completion of dispatch of Notice by the Company.

12. All postal ballots received on or before 27.03.2018 shall be considered for scrutiny and accordingly, postal ballots received after **27.03.2018** shall not be considered.

13. The Scrutinizer shall not later than two days of receipt of postal ballots i .e. on or before **29.03.2018** submit the Scrutinizer's report to the Chairman of the Company or such other officer authorized by the Chairman. The date of declaration of the result of the Postal Ballot shall be deemed to be the date of passing of the resolution.

14. The results of voting along with the Scrutinizer's Report(s) thereon would be placed on the website of the Company **(www.ongcindia.com)** and also on the website of RTA **(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.

15. Copies of the 'Share Purchase Agreement' entered, into between the Company and GoI, on 20.01.2018 along with other related documents shall be made available for the inspection of the Members during the Postal Ballot period, i.e., from 23.02.2018 to25.03.2018 (both the days inclusive).

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

Ratification of Related Party Transaction

The Company has purchased of the entire shareholding of the Government of India in Hindustan Petroleum Corporation Ltd (**HPCL**) comprising 778,845,375 equity shares of ₹10 each, representing 51.11%, in the paid up equity share capital of HPCL (**Acquisition**) at the purchase consideration of Rs.36,915 Crore, being Rs.473.97 per share. The transaction was closed on 31st January, 2018.

The Government of India (**GoI**) and the Company are "related parties" as defined under section 2(76) of the Companies Act, 2013 (**"the Act"**).

In this regard:

1) The first proviso to Section 188(1) of the Act requires prior approval of the Company by a resolution for certain related party transactions (as specified in the Companies (Meeting of Board and its Power) Rules, 2014) (**"the Rules"**);

2) Section 188 of the Act sets out the specified categories of transaction to which the section is applicable, and which includes "sale, purchase or supply of any goods or materials". The expression "goods" has been defined u/s 2(7) of the Sale of Goods Act, 1930 wherein "goods" means every kind of movable property other than actionable claims and money; and includes stock and shares which are agreed to be severed before sale or under the contract of sale. Therefore, the transaction for sale and purchase of equity shares of HPCL between GOI and ONGC under an agreement/arrangement falls within the meaning of "goods" for compliance with regard to approval of the Board. Section 188 (1) further stipulates that no contract or arrangement, in the case of a company having a paid-up share capital of not less than such amount, or transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution.

3) Ministry of Corporate Affairs (**MCA**) has issued a notification dated 30th March, 2017 with respect to related party transactions which specify the limits for transactions beyond which related party transaction shall require approval of the shareholders. With regard to the category of "sale, purchase or supply of any goods or materials", limit has been prescribed as 10% or more of turnover or Rs.100 Crore, whichever is lower. The said threshold applies to transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year. The transaction between GoI and your Company for sale and purchase of 51.11% shareholding of the GoI in HPCL at its market capitalization exceeded the threshold limit set out under Rule 15(3) of the Rules. Therefore, the Company is required to seek necessary ratification of the shareholder by way of an ordinary resolution.

4) MCA vide Notification No. G.S.R. 463(E), dated 5 June 2015, exempts the application of the first and second proviso to Section 188(1), to a Government company in respect of contracts or arrangements entered into by it with any other Government Company. However, there no such express exemption for a transaction between the President of India and a Government Company.

5) In terms of section 188(3) of the Act, where any agreement is entered without obtaining the approval by a resolution by members under section 188(1) it could be ratified by the members within three months from the date of the agreement. Since the price per share was the critical element of the transaction and it was agreed only on 20.01.2018 and also incorporated in the 'Share Purchase Agreement' entered into between the GoI and the Company on that date,

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)

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* :

4. Number of Shares held as on **16. 02. 2018** :

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 09th February, 2018 by conveying my/our assent/dissent/abstain 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 - Related Party Transaction- Acquisition of 51.11% of equity shares in the capital of HPCL by the Company from Govt. of India.				

Place:
Date: Signature of the Member

NOTE: Last Date for **receipt** of Postal Ballot Form by the scrutinizer is **27th March, 2018.**

E-VOTING AS AN ALTERNATE TO POSTAL BALLOT

The Company has arranged the services of National Securities Depositories Ltd. Your e-voting 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 using 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 e-voting facility as an alternative for the members to enable them to cast their vote electronically. The detailed procedure of e-voting is enumerated in the postal ballot notice. However, Shareholders can opt for only one mode of voting i.e. either e-voting or postal ballot

3. The self-addressed envelope bears the address of the scrutinizer i.e. M/s P. P. Agarwal & Co, Practicing Company Secretaries, Scrutinizer, Unit : ONGC Ltd. C/o 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 / CDSL (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 For /Against/ Abstain for the resolution, as the case may be, before mailing the Postal Ballot Form.

8. There will be only one Postal Ballot Form for each 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 'For', 'Against' or 'Abstain' or partly in one and balance in other option(s).

10. **Duly completed postal ballot form should reach the Scrutinizer not later than the close of working hours on Tuesday, the 27th March, 2018. 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 16th February, 2018.

12. Votes will be considered invalid on the following grounds:

    I. If the members' 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.

    VI. If the sum total of the votes casts For, Against & Abstain exceeds the total shareholding as on cut-off date.

13. The Scrutinizer's decision on the validity of the postal ballot will be final.

ओएनजीसी ONGC

Oil and Natural Gas Corporation Ltd.

CIN: L74899DL1993GOI054155. Reg. office: Deendayal Urja Bhawan
5, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070, Phone : 011-26754072
Fax: 011-26129091, Website: www.ongcindia.com, email: secretariat@ongc.co.in

NOTICE TO THE MEMBERS

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company has sought ratification of the members through Postal Ballot including e-voting for acquisition of 778,845,375 equity shares, representing 51.11%, in the paid-up capital of Hindustan Petroleum Corporation Limited (HPCL) from Government of India with **16.02.2018** being the cut-off date for reckoning the members for sending Notices of Postal Ballot and their voting entitlement.

NOTICE is further given that –

(i) email alongwith the soft copy of Notice and User ID & Password have been sent to those members having email id registered with Depositories as on 16.02.2018; and

(ii) Physical copy of the Notice along with the Postal Ballot Form and pre-paid envelope have been sent to those members, who had not registered their email ID with Depositories, and dispatch of the same have been completed on **23.02.2018**.

In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing the facility to the members to exercise their right to vote by electronic means, as an alternative mode to postal ballot voting. The e-voting would commence on **Monday, 26th February, 2018 at 9:30 AM (IST)** and end on **Sunday, 25th March, 2018 at 05:00 PM (IST)**. Necessary arrangements have been made by the Company to facilitate e-voting through NSDL.

Any member who has not received the Postal Ballot Notice and Form,may email to the Company at **secretariat@ongc.co.in** or to the Registrar and Share Transfer Agent (RTA) of the Company, Alankit Assignments Ltd at **rta@alankit.com**, for obtaining duplicate form. Postal Ballot Notice and Form can also be downloaded from the website of the Company i.e. **www.ongcindia.com** and from the website of the NSDL i.e. **evoting@nsdl.com**

Members who cast their votes electronically should not vote through ballot paper. However, in case a member votes electronically as well as through ballot paper, the vote cast through ballot paper will be ignored.

Members are requested to read the instructions carefully as printed in the Postal Ballot Form and return the duly completed form in pre-paid envelope,so as to reach the scrutinizer not later than **5:00 PM (IST) on Tuesday, 27th March, 2018**. Any postal ballot received beyond the said date will not be considered as valid.

The Company has appointed M/s. P.P. Agarwal & Co. a Practicing Company Secretaries, as Scrutinizer to scrutinize the postal ballot and e-voting process in a fair and transparent manner. The results of voting along with the Scrutinizers Report would be made available on the website of the Company (**www.ongcindia.com**) and on the website of RTA (**www.alankit.com**) immediately after the declaration of the results on or before **29.03.2018**.

In case of any query/clarification relating to Postal Ballot or e-voting, please contact Mr. J K Singla, Sr. Manager, Alankit Assignments Ltd, RTA Division: Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110055 or may Email at **rta@alankit.com**, Fax-91-11-41543474, Tel: 91-11-42541234/23541234 and Ms. Nisha Dhingra Tel: 91-11-2674083 and email at **dhingra_nisha@ongc.co.in**

For and on behalf of
Oil and Natural Gas Corporation Ltd.
Sd/-
M E V Selvamm
Company Secretary

New Delhi
23.02.2018

NBT 24.02.2018
PAGE -7

ऑयल एण्ड नेचुरल गैस कॉरपोरेशन लिमिटेड

सीआईएन: एल74899डीएल1993जीओआई054155, पंजीकृत कार्यालय: तेलदयात ऊर्जा भवन, 5, नेल्सन मंडेला मार्ग, वसंत कुंज, नई दिल्ली-110070, दूरभाष : 011-26754072, फैक्स : 011-26129091, वेबसाइट: www.ongcindia.com, ईमेल: secretariat@ongc.co.in

सदस्यों को सूचना

एतद्वारा सूचित किया जाता है कि कंपनी (प्रबंधन और प्रशासन) नियम, 2014 के साथ पठित कंपनी अधिनियम, 2013 की धारा 110 के अनुसरण में कंपनी ने भारत सरकार से हिंदुस्तान पेट्रोलियम कॉरपोरेशन लिमिटेड (एचपीसीएल) की प्रदत्त पूंजी के 51.11% का प्रतिनिधित्व करने वाले 778,845,375 इक्विटी शेयरों की खरीद हेतु ई-मतदान सहित डाक मतपत्र के माध्यम से सदस्यों की पुष्टि मांगी है। डाक मतपत्र भेजने और उनके मतदान हकदारी हेतु सदस्यों की पहचान के निर्धारण हेतु अंतिम तिथि **16.02.2018** निर्धारित की गई है।

इसके अलावा यह सूचित किया जाता है कि –

(i) नोटिस की सॉफ्टकॉपी और यूजर आईडी एवं पासवर्ड के साथ ई-मेल उन सदस्यों को भेजी गयी है जिनकी ई-मेल आईडी दिनांक 16.02.2018 निक्षेपागार (डिपोजिट्री) में पंजीकृत है; और

(ii) डाक मतपत्र फार्म और प्री-पेड लिफाफा के साथ नोटिस की भौतिक प्रति उन सदस्यों को भेजी गयी है, जिनकी ई-मेल आईडी निक्षेपागार (डिपोजिट्री) में पंजीकृत नहीं हैं, और प्रेषण का कार्य **23.02.2018** पूरा हो चुका है।

कंपनी (प्रबंधन और प्रशासन) नियम, 2014 और सेबी (सूचीकरण दायित्व एवं प्रकटीकरण अपेक्षाएं) विनियम, 2015 के विनियम 44 के साथ पठित कंपनी अधिनियम, 2013 की धारा 108 के अनुसार, कंपनी अपने सदस्यों को डाक मतपत्र मतदान के वैकल्पिक तरीके के रूप में इलेक्ट्रॉनिक पद्धति से उनके मताधिकार का प्रयोग करने की सुविधा प्रदान कर रही है। ई-मतदान **सोमवार, 26 फरवरी, 2018 को प्रात: 9:30 बजे (भारतीय मानक समय)** से प्रारंभ होगा और **रविवार, 25 मार्च, 2018 को सायं 05:00 बजे (भारतीय मानक समय)** पर समाप्त हो जाएगा। कंपनी द्वारा एनएसडीएल के माध्यम से ई-मतदान को सुगम बनाने के लिए आवश्यक व्यवस्था की गयी है।

कोई सदस्य जिन्हें डाक मतपत्र सूचना और फार्म प्राप्त नहीं हुए हैं, वे फार्म की दूसरी प्रति प्राप्त करने के लिए कंपनी को **secretariat@ongc.co.in** पर अथवा कंपनी के रजिस्ट्रार और शेयर अंतरण एजेंट (आरटीए) अर्थात् मैसर्स अलंकित असायनमेंट को **rta@alankit.com** पर ई-मेल भेज सकते हैं। डाक मतपत्र नोटिस और फॉर्म कंपनी की वेबसाइट अर्थात् **www.ongcindia.com** और एनएसडीएल की वेबसाइट अर्थात् **evoting@nsdl.com** से भी डाउनलोड किए जा सकते हैं।

जो सदस्य इलेक्ट्रॉनिक पद्धति से मतदान करते हैं, उन्हें मतपत्र के माध्यम से मतदान नहीं करना चाहिए। तथापि, यदि कोई सदस्य इलेक्ट्रॉनिक पद्धति और साथ ही मतपत्र के माध्यम से मतदान करते हैं, तो मतपत्र के माध्यम से किए गए मतदान को नजर अंदाज कर दिया जाएगा।

सदस्यों से अनुरोध किया जाता है कि वे डाक मतपत्र फार्म में मुद्रित अनुदेशों को सावधानीपूर्वक पढ़ें और विधिवत भरे हुए फॉर्म को प्री-पेड लिफाफे में भेज दें, ताकि वह **मंगलवार, 27 मार्च, 2018 को सायं 5:00 बजे (भारतीय मानक समय)** तक जाँचकर्ता तक पहुँच जाए। उक्त तिथि के बाद किसी सदस्य से प्राप्त कोई डाक मतपत्र विधिमान्य नहीं होगा।

कंपनी ने डाक मतपत्र और ई-मतदान प्रक्रिया की निष्पक्ष और पारदर्शी तरीके से जाँच करने के लिए मैसर्स पीपी अग्रवाल एंड कंपनी में कार्यरत कंपनी सचिव को जाँचकर्ता नियुक्त किया है। जाँचकर्ता की रिपोर्ट के साथ मतदान के परिणाम घोषणा के तुरंत बाद **29.03.2018** को या इससे पूर्व कंपनी की वेबसाइट (**www.ongcindia.com**) और आरटीए की वेबसाइट पर (**www.alankit.com**) उपलब्ध करा दिए जाएंगे।

डाक मतदान अथवा ई-मतदान से संबंधित से संबंधित किसी भी प्रश्न/स्पष्टीकरण के मामले में, कृपया श्री जे. के. सिंगला, वरिष्ठ प्रबंधक, मैसर्स अलंकित असायनमेंट लिमिटेड, आरटीए डिवीजन : अलंकित हाइट्स, 1ई/13, झंडेवालान एक्सटेंशन, नई दिल्ली-110055 से संपर्क करें अथवा **rta@alankit.com** पर ई-मेल करें, फैक्स – 91-11-41543474, दूरभाष : 91-11-42541234/23541234 और श्रीमती निशा ढींगरा से दूरभाष : 91-11-26754083 पर संपर्क करें और **dhingra_nisha@ongc.co.in** पर ई-मेल करें।

कृते और की ओर से
ऑयल एण्ड नेचुरल गैस कॉरपोरेशन लिमिटेड
हस्ता./-
एम ई वी सेल्वम्प
कंपनी सचिव

स्थान : नई दिल्ली
23.02.2018